



ICRA

ICRA Limited

June 30, 2021

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: - Annual Report for the financial year 2020-21 and notice of Thirtieth Annual General Meeting**

Pursuant to Regulation 34 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), please find enclosed Annual Report for the financial year 2020-21 and notice of the Thirtieth Annual General Meeting of ICRA Limited (the "Company") scheduled to be held on Thursday, the 29<sup>th</sup> day of July, 2021, at 3:30 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

In compliance with the Ministry of Corporate Affairs ("MCA") circulars dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 (collectively referred to as "MCA Circulars"), and the Securities and Exchange Board of India ("SEBI") circulars dated May 12, 2020 and January 15, 2021 (collectively referred to as "SEBI Circulars"), Annual Report for the financial year 2020-21 and notice of the Thirtieth Annual General Meeting are being sent to the Members through electronic mode. The Annual Report for the financial year 2020-21 and notice of the Thirtieth Annual General Meeting are available and can be accessed from the investor relations section of the Company's website viz. [www.icra.in](http://www.icra.in).

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the Listing Regulations, the Members are provided with the facility to cast their votes on all resolutions set forth in the notice of the Annual General Meeting using electronic voting system (remote E-voting), provided by National Securities Depository Limited ("NSDL"). In terms of the SEBI circular dated December 9, 2020 on E-voting facility provided by listed companies, individual shareholders holding securities in dematerialised form are allowed to vote through their demat account maintained with depositories and depository participants. Members are advised to update their mobile number and email address in their demat accounts in order to access E-voting facility.

The schedule of events for electronic voting ("E-voting") is as follows: -

E-voting Event Number (EVEN)	116148
Cut-off date to ascertain Members eligible to cast vote	July 23, 2021
Remote E-voting start date	July 26, 2021
Remote E-voting start time	9:00 a.m. IST
Remote E-voting end date	July 28, 2021
Remote E-voting end time	5:00 p.m. IST

Members who will be present in the Annual General Meeting through VC/OAVM facility and have not casted their vote on the resolutions through remote E-voting and are otherwise not barred from doing so, shall be eligible to vote through E-voting system in the Annual General Meeting.

This is for your kind information and record.

Regards,

Sincerely,

(S. Shakeb Rahman)  
Company Secretary & Compliance Officer

Encl.: As Above

Building No. 8, 2<sup>nd</sup> Floor, Tower A  
DLF Cyber City, Phase II  
Gurugram - 122002, Haryana

Tel. : +91.124.4545300  
CIN : L74999DL1991PLC042749

Website : [www.icra.in](http://www.icra.in)  
Email : [info@icraindia.com](mailto:info@icraindia.com)  
Helpdesk : +91.9354738909

Registered Office : B - 710, Statesman House, 148, Barakhamba Road, New Delhi - 110001. Tel. : +91.11.23357940-45

**RATING • RESEARCH • INFORMATION 124335**



ANALYTICS DELIVERED WITH  
**INSIGHTS**

ANNUAL REPORT 2020-21



# Inside the report

## 01-22 **CORPORATE OVERVIEW**

- 01 ICRA at a Glance
- 04 Range of Services
- 08 Corporate Social Responsibility
- 12 Employee Engagement Activities
- 14 Board of Directors
- 17 Senior Management
- 18 Key Trends
- 20 Corporate Information
- 21 Financial Highlights

## 23-119 **STATUTORY REPORTS**

- 23 Directors' Report
- 41 Corporate Governance Report
- 79 Auditors' Report on Corporate Governance
- 81 Management Discussion and Analysis Report
- 95 Secretarial Audit Reports
- 103 Report on Corporate Social Responsibility Activities
- 107 Business Responsibility Report

## 121-246 **FINANCIAL STATEMENTS**

### Standalone

- 121 Independent Auditors' Report
- 130 Balance Sheet
- 131 Statement of Profit and Loss
- 132 Cash Flow Statement
- 135 Notes to the Financial Statements

### Consolidated

- 183 Independent Auditors' Report
- 190 Balance Sheet
- 191 Statement of Profit and Loss
- 192 Cash Flow Statement
- 195 Notes to the Financial Statement
  
- 247 Brief Financial Details of Subsidiaries
- 248 Notice of the Thirtieth Annual General Meeting

Disclaimer: This document contains statements about expected future events and financials of ICRA Limited, which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that the assumptions, predictions and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the Management Discussion and Analysis of this Annual Report.

# ICRA at a Glance



ICRA Limited (formerly Investment Information and Credit Rating Agency of India Limited) was set up in 1991 by leading financial/ investment institutions, commercial banks and financial services companies as an independent and professional investment Information and Credit Rating Agency.

Today, ICRA and its subsidiaries together form the ICRA Group of Companies (Group ICRA). ICRA is a Public Limited Company, with its shares listed on the BSE Limited and National Stock Exchange of India Limited.





## Alliance with Moody's Investors Service

The ultimate parent company of international Credit Rating Agency Moody's Investors Service is the indirect largest shareholder of ICRA.

The participation of Moody's is supported by a Technical Services Agreement, which entails Moody's providing certain technical services to ICRA. Specifically, the agreement is aimed at benefiting ICRA's in-house research capabilities by providing ICRA with access to Moody's global research base. Under the agreement Moody's provides enrichment programs to ICRA employees, including access to the financial markets and related courses that are offered as part of the eLearning software licensed by Moody's from Intuition, and provision of financial writing training seminars to designated ICRA employees.





## Our Mission

To be at the forefront of enhancing market efficiency as the most respected rating and analytical services firm by:

- ▶ Maintaining high ethical standards, with sound governance practices and being socially responsible
- ▶ Creating a stimulating, inclusive and transparent environment for our employees
- ▶ Serving our customers with high standards of integrity, intellectual rigour & independence

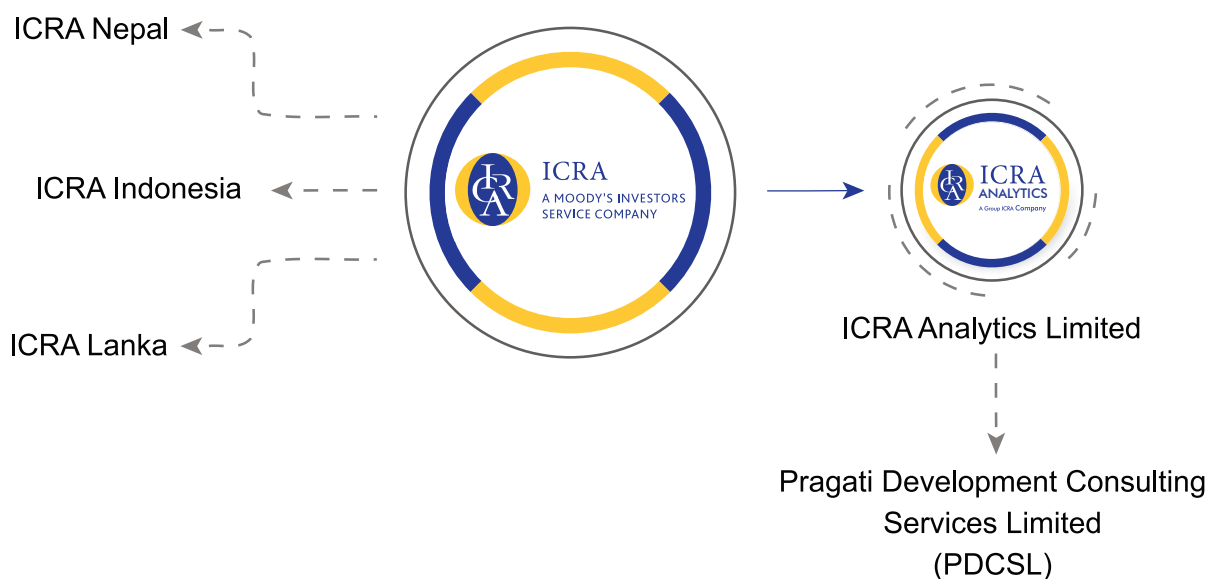


## The ICRA Factor

Our services are designed to:

- ▶ Provide information and guidance to institutional and individual investors/creditors;
- ▶ Enhance the ability of borrowers/issuers to access the money market and the capital market for tapping a larger volume of resources from a wider range of the investing public;
- ▶ Assist the regulators in promoting transparency in the financial markets;
- ▶ Provide intermediaries with a tool to improve efficiency in the funds raising process.

## ICRA Group Structure



# Range of Services

## ICRA Limited

### RATING SERVICES



As an early entrant in the Credit Rating business, ICRA Limited (ICRA) is one of the most experienced Credit Rating Agencies in the country today. ICRA rates debt instruments issued by manufacturing companies, commercial banks, non-banking finance companies, financial institutions, public sector undertakings and municipalities, among others. ICRA also rates structured obligations and sector-specific debt obligations such as

instruments issued by Power, Telecom and Infrastructure companies. The other services offered include Credit Risk Rating of Debt Mutual Funds, an Independent Credit Evaluation (ICE) of the residual debt in entities under the RBI's framework for resolution of stressed assets and Rating of security receipts issued by Asset Reconstruction Companies (ARCs) as required by RBI.

### INDUSTRY RESEARCH



Complementing the credit rating services, ICRA provides research services across the economy, industry and companies. The reports are tailored to meet the requirements of banks, mutual funds, insurance companies, PEs or venture funds and corporates.

of regulatory environment, benchmarking of companies, industry credit profile, Company profile on listed players, among others.

ICRA Research covers 55 plus industries with the reports providing in-depth analyses across the following areas: Business and profitability outlook, Industry analysis, competitive landscape, impact

ICRA's 'Credit Perspectives' provide detailed analysis on ratings assigned. These reports broadly cover the following areas: Key rating considerations, Rating sensitivity factors, Rating rationale, Company profile, Business update, Business outlook, Financial update, Financial outlook, etc.

### THE SERVICES SPECTRUM



#### Rating Services

- ▶ Credit Rating
- ▶ Bank Loan Rating
- ▶ Structured Finance Rating
- ▶ Issuer Rating
- ▶ Mutual Fund Rating

#### Industry Research

[www.icra.in](http://www.icra.in)

## ICRA Lanka Limited

### RATING SERVICES



ICRA Lanka Limited (ICRA Lanka), a wholly owned subsidiary of ICRA, offers a wide range of rating services in the Sri Lankan market, putting into use parent ICRA's accumulated experience in the areas of credit rating, grading, and investment information. Its rating focuses on entities in the financial and corporate sectors, besides long-, medium-, and short-term debt instruments issued by borrowers from various sectors of the economy.

ICRA Lanka also rates Rupee-denominated debt instruments issued by commercial banks, non-banking finance companies, financial institutions, manufacturing, construction and service companies, among others. It also rates structured obligations and sector-specific debt obligations. The other services offered include credit risk rating of debt mutual funds, insurance financial strength rating of insurance companies, project finance rating, structured finance rating and line of credit rating.

### THE SERVICES SPECTRUM



- ▶ Credit Rating
- ▶ Bank Loan Rating
- ▶ Structured Finance Rating
- ▶ Issuer Rating
- ▶ Project Finance Rating
- ▶ Mutual Fund Rating
- ▶ Insurance Financial Strength Rating

[www.icralanka.com](http://www.icralanka.com)

## ICRA Nepal Limited

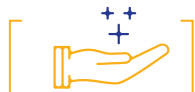
### RATING SERVICES



ICRA Nepal Limited (ICRA Nepal), a subsidiary of ICRA, offers a wide range of rating services in the Nepalese market. Using the accumulated experience and technical support from the holding company, it has developed capability to execute the diversified product. ICRA Nepal rates Rupee-denominated long-, medium- and short-term debt instruments. Its services also include issuer rating, fund management quality

rating and grading of equity offers and bank loan line of credit rating. The rating/grading service with current focus in the banking and finance, insurance and hydro-electricity sector is also being offered to construction, trading, aviation, manufacturing companies among others. Further, ICRA Nepal will roll out the Rating of Claims Paying Ability of insurance companies in the near future.

### THE SERVICES SPECTRUM



- ▶ Debt Rating
- ▶ Bank Loan Rating
- ▶ Issuer Rating
- ▶ Fund Management Quality Rating
- ▶ Equity Grading

#### Rating Services to be offered in near future

- ▶ Claims Paying Ability of Insurance Companies
- ▶ Insurance Financial Strength Rating

[www.icranepal.com](http://www.icranepal.com)

## ICRA Analytics Limited

ICRA Analytics Ltd, formerly known as ICRA Online Ltd [ICRON], a wholly-owned subsidiary of ICRA Ltd, provides solutions, analytics, services and digital platforms for Knowledge Services, Risk Management, Market Data, Consulting and Grading. ICRA Analytics has a wholly-owned subsidiary, Pragati Development Consulting Services Limited.

With more than 20 years of experience in executing 10,000+ assignments, ICRA Analytics has acquired significant expertise across multiple domains, and serves Banks, NBFCs, Fund Managers, Intermediaries, Investors and Corporates in the domestic as well as global space.

The domain expertise complemented with functional competence has helped ICRA Analytics design implement and provide products, services and solutions in Risk Management, IFRS & GAAP accounting, Structured Finance analysis, Bond Valuation, Financial & Risk Advisory. Other than expanding reach to hitherto unserved client segments, ICRA Analytics added new offerings to its portfolio, like Expected Credit Loss tool for NBFCs and banks, Rating and Treasury Tracker for corporate treasuries.

The process and compliance orientation evinced through the extant ISO27001:2013 and ISO9001:2015 certifications for entire company which enables ICRA Analytics to continue making improvements in productivity, operations and security posture. Basis the certification exercise carried out during the year, ICRA Analytics has been re-certified as a Great Place to Work for the FY22. Sustained focus on upskilling and engaging with the talent pool of 700+ trained and qualified personnel continue to remain a key initiative for ICRA Analytics, as it remains committed to adding value to its customers through innovation and efficiency.



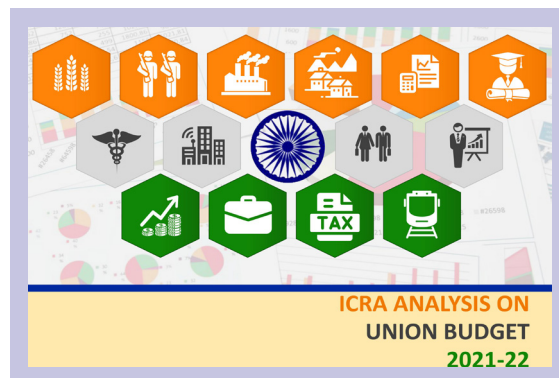
## The Services Spectrum



# High Impact Research



Indian Banking Sector, March 2021



Indian Analysis on Union Budget 2021-22



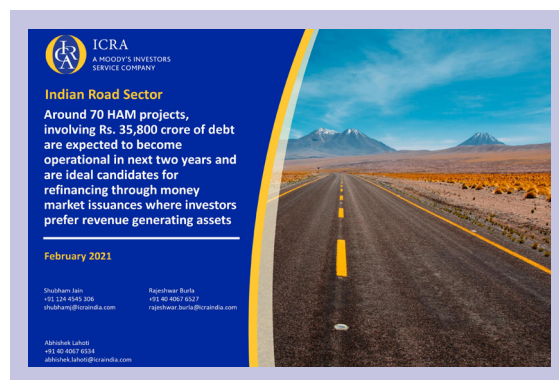
Fuelling India's Electric Vehicle Dream, May 2021



Financial Markets & Banking Update, April 2021



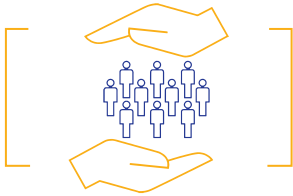
Consolidated Sectoral Outlook, FY 2022



Indian Road Sector, February 2021



# Corporate Social Responsibility at ICRA



For ICRA, Corporate Social Responsibility (CSR) has been an important milestone. We, at ICRA, firmly believe that companies should wholeheartedly contribute towards CSR. We aim to constantly stay a step ahead in dealing with positive changes, create new value systems and contribute broadly to society. ICRA envisions to create stronger communities and enrich the lives of the less privileged through its mission of promoting education, empowering youths with employable skills and livelihood and supporting the environment. To accomplish its mission, the following programmes have been conceptualised this financial year.

## SKILL DEVELOPMENT PROGRAMMES



### DIGITAL INCLUSION FOR YOUNG ASPIRANTS (DIYA)

This is a unique technology-driven skill development programme that creates a pathway towards digital age career opportunities for underprivileged youth. Despite Covid-19 challenges, the programme managed to achieve the desired objective by adopting alternative tools and methods. The trainings were conducted online, integrated with cutting-edge technology of Cloud Learning Management System made learning more interesting and enabled students to learn at their own pace while being safe at home. Other than the

foundation training in IT skills, students were also trained in workplace English and workplace readiness and subject-specific training like financial management, retail management, Tally and hardware and networking via various online medium and applications. This programme has been implemented in collaboration with the Anudip Foundation for Social Welfare in the rural areas of West Bengal.

Till date, the programme has benefitted more than 2,100 youths with nearly 71% employment records.



■ Convocation ceremony of DIYA students



■ Job drive for DIYA students

### WOMEN ENTREPRENEURSHIP PROGRAMME (WEP)

ICRA is deeply committed to skill building and education with a special focus on empowering women. The project reaches out to women in urban, semi-urban and rural areas where they are involved in livelihood activities across the identified districts of Gujarat.

The main aim of the programme is to equip women with financial education and business management skills, who are already involved in income-generating activities at the household level, as well as women who show potential to take up any such activity. During the Covid scenario,

initially trainings were imparted through various means, including text messages through group messaging, audio and video calls, etc. Later, with the approval of the local Government authority and following proper guidelines, skill trainings were imparted physically to the women in the small groups.

This programme has reached out to 1,350 women in the last two years, out of whom more than 800 women have started their own businesses. At present, this programme is running successfully in four districts of Gujarat, in collaboration with the Friends of Women's World Banking, India.



■ Women getting skill development training



■ Women during financial management training

## EDUCATION PROGRAMMES



### RESIDENTIAL LEARNING CAMP

Poverty and lack of quality school facilities in villages keep many children away from schools. These children then become a part of the young workforce, with physical and psycho-social effects. As many tend to migrate for work, they are left to fend for themselves without family and adult support, making them vulnerable to the menace of trafficking.

The project aims to educate out-of-school children and ensures completion of their education. Over a period of one cycle, three camps are conducted, each with a duration of 55-60 days. These camps provide conducive environment for learning with a customised curriculum that works on the principle of multi-grade/multi-level teaching. This child-centric curriculum helps students

bridge their learning gap at their own pace. During Covid -19, these camps were organised in the villages where these students resided, instead of a residential facility. Teachers divided these children into small hamlets of 5-6 and visited them regularly on-site with the permission of local authorities for imparting education, monitoring, follow-up, distribution of study material and dry ration and also medical kits, etc. The teachers have a close affinity with the children, their families and the community, thus ensuring smooth flow of operations as per the guidelines.

This programme till date has benefitted approximately 750 children in Udaipur, in collaboration with Seva Mandir.



■ Children getting education and dry ration kits



■ On-site activity-based learning during the pandemic

## SPONSORSHIP PROGRAMMES

The VIDYA School, Gurugram and Deepalaya in Mewat district of Haryana, are NGO-run schools that house classrooms, laboratories, computers and a library. The quality of education and facilities are at par with some of the best public schools in the city. Both schools provide over 1,100 slum and/or village children with quality education along with the best infrastructure and facilities. The aim is to equip children well to utilise the opportunities of India's emerging economy and lead India into the future. Like all other programmes during the Covid-19 scenario, digital classes and online tutorials

were conducted through various mediums for the students. Almost 24x7 assistance was given by the teachers to the students who had accessibility issues. Students were also engaged virtually in physical activities such as yoga, exercises, dance, music, among others for their physical and mental well-being.

ICRA provides holistic development to approximately 240 students through continuous educational support sponsorship through this programme.

## ENVIRONMENT SUSTAINABILITY



### LAKE RESTORATION PROJECT

Water is the most essential and critical resource that is becoming increasingly scarce in Bengaluru over the last few years. Lakes, especially within the city, are polluted and contaminated beyond repair; borewells and open wells have dried up due to over-exploitation of groundwater reserves and lack of water conservation measures. Water shortage is bound to cripple Bengaluru as the demand has reached an all-time high, with unprecedented growth, and unplanned development and expansion of the city. The dependence on outside sources is soon likely to hit a roadblock with rivers running dry due to erratic rainfall patterns following climate

changes. Therefore, it is extremely important to restore and rejuvenate lakes and water-bodies and safeguard all possible water resources around the periphery and the peri-urban areas to sustain Bengaluru in the future. ICRA's lake restoration project was designed with the primary objective of improving and enhancing the water-holding capacity of the 25-acre Singahalli Lake.

The project was completed in two phases – resulting in better cropping patterns, more productivity of land, and reduction in water wastage near the area. ICRA also planted more than 2,000 trees to increase the green cover and floral diversity around the lake.



■ Creation of inlet channels around the lake



■ Glimpse of Singahalli lake

## COVID-19 EMERGENCY INITIATIVE



The Covid-19 pandemic is the most alarming global health crisis at present. As a responsible corporate citizen, ICRA has also contributed a part of its CSR budget to

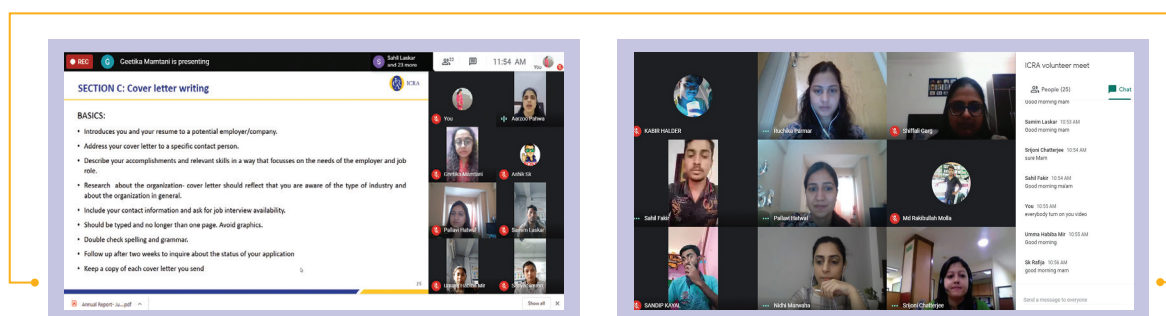
the Prime Minister's Citizen Assistance and Relief in Emergency Situations Funds (PM CARES Fund).

## EMPLOYEE VOLUNTEERING PROGRAMME



At ICRA, we believe, the employees are not only the backbone of a company, they also constitute the nerve centre of all these projects. We firmly believe that collective action accelerates the desired outcomes and therefore, the community, the implementation partner and ICRA plan to work cohesively towards a result-oriented initiative - both qualitatively and quantitatively. Each employee gets an opportunity to engage with these projects, thereby getting associated with the beneficiaries and adding value to the project with their skills and knowledge.

In the last two years of our employee volunteering initiatives, we have observed tremendous changes – a wave of change makers, full of enthusiasm, emerged as CSR Champions who facilitate our volunteering initiatives at various locations. These champions identify, create and implement initiatives with a great vigour - a great start to the Citizen Corporate Responsibility campaign. In these pandemic times various virtual activities were organised to connect employees with our ground level programmes.



Virtual activities organised during pandemic

## MILESTONES ACHIEVED TILL DATE



Imparted skill training to more than **2,500** youths and women.  
Nearly **71%** were employed following the training

Trained more than **400** teachers on mental health, which impacted more than **7,000** students

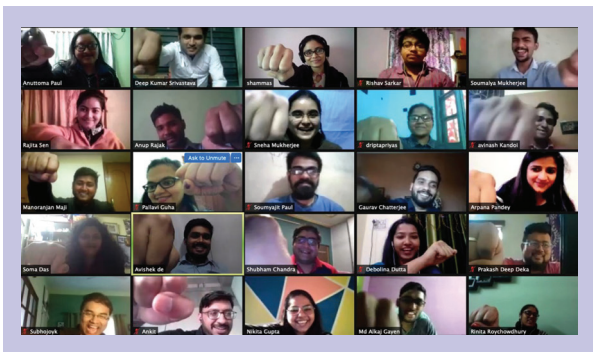
Helped **1,350** women with entrepreneurship training to run their own businesses

Facilitated inclusive education to more than **1,000** students by bringing them back to the mainstream

Restored **25** acres of a lake by increasing its water-holding capacity



# Employee Engagement Activities at ICRA



■ Team Building Connect

## ICRA Salutes

**COL.SUNIL ARORA, DR. SHIKHA MAHAJAN & DR. RAKESH MAHAJAN**


**A BRAVE FAMILY OF WARRIORS OF MS.SUGANDHA ARORA, CORPORATE-MCG, GURUGRAM.**

These are indeed difficult times for everyone particularly so for the healthcare workers. Going to the hospital everyday is challenging, where each person is a potential Covid-19. And the worst fear is bringing the virus home to your loved ones.


It is like being on the war front, but unlike our Fauji warriors, doctors are never trained to take death as a professional hazard. Nonetheless, we are prepared to fight the odds everyday and committed to everyone's safety and well being.

These are trying times and let's pray we all come out safe.

#ICRAWarriors #BraveryStory  
#WarriorFamily



**Col. Sunil Arora,**  
Army Doctor & Father



**Dr. Shikha & Dr. Rakesh Mahajan,**  
Professional Doctors,  
Mother & Father In Law


■ Saluting Our Covid Warriors

## ICRA Salutes

**MS.PINKY MANOHARAN**

**A BRAVE HEALTHCARE WORKER & SISTER OF MR. RAKESH MANOHARAN (HR TEAM, MUMBAI).**

Pinky's Story:



**Pinky Manoharan,**  
Paramedic Services

#ICRAWarriors #ICRAFAMILY #BraveryStory

As a concerned brother, the least that Rakesh would want is his sister to not be around any dangerous situation. But when duty calls Pinky Manoharan is not the one to shy away. She works in the emergency department of a hospital and has to address Covid-19 patients round the clock. Her service includes being on the field, addressing patients, picking them from their home and accompanying them to the hospital in the ambulance. She does all this without a trace of regret of being in this profession and carrying out her duties ever so passionately.

Their family is constantly praying for her safety & having hope in God to keep her safe is the only way we can support her at this moment. With tears in his eyes and pride in his heart for his sister, Rakesh salutes her dedication to serve the people of our country at such difficult times.

A BIG Salute to Pinky from the ICRA Family, you will always be a true warrior.

■ Saluting Our Covid Warriors

## ETHNIC ZOOM MEETING



**A BIG shoutout to Vipin, Sujit, Raj, Rahul, Allwyn & Ayush from BD-West for this Wondeful Picture :)**

■ Ethnic Day Celebration at ICRA

### APPRECIATION LEADERBOARD 10TH FEB - 17TH FEB

**TOP 3 GIVERS -**

1. RUPALI AGARWAL
2. AYUSH SISODIA
3. VIPIN SABOO



**TOP 3 RECEIVERS -**

1. PURVA THAKUR
2. CYNTHIA CARDOZ
3. SANTOSH MORE



**SWEET MEMORIES SHARED BY ICRA FAMILY-**



A GROUP FROM THE KOLKATA BRANCH DURING AN OFFICE PICNIC...  
AVINASH, SUBHOLAKSHMI, SOUVIK, ALOK, MAITRI, ARPITA, PRIYANKA, SHEELA  
**SHARED BY INDIRA.**



A GROUP FROM THE MUMBAI BRANCH DURING CHRISTMAS...  
KAUSHIKI, PRACHI, JUHI, SONIA, AVINA, ROCHELLE, MEENA, CYNTHIA  
**SHARED BY SUPRIYA**




■ Appreciating Our Dedicated Employees

### Shoutout to all who joined us & laughed together in a fun filled Virtual Comedy Event!!



■ Comedy Event Organised at ICRA

### Musical Concert



■ Musical Concert Organised at ICRA

### Crowning Women at ICRA



**Sheetal Sandhu's Word on Her Achievements:**  
I just completed my 5 KM run on Saturday 27th Feb 2021 with just 3 weeks of training as I was not able to run even 100 meters 3 weeks ago - I have realized that staying physically and mentally fit is the utmost need for the WOMEN of today - keeping your stride high and crowning yourself everyday with little achievements :-). Cheers to many more runs, Stay healthy , Stay fit !


**Yamini Kothari's Word on Her Achievements:**  
A remarkable achievement to honor & commemorate the Indo-Pak War (1971). I completed the 100 miler run, where I was the only female to have completed it (Jaisalmer). Apart from this, I also completed two 100+ km runs and several 80+ km runs till date.

Share achievements of the women in your life in the link below!



■ Women's Day at ICRA

### Young Stars of ICRA Analytics!



■ Junior Junction



# ICRA Board of Directors



## Mr. Arun Duggal

Mr. Arun Duggal is the Non-Executive Chairman and an Independent Director of ICRA Limited. He is also a Visiting Professor at the Indian Institute of Management, Ahmedabad where he teaches a course on Venture Capital, Private Equity and Business Ethics. He is an experienced international Banker and has advised companies and financial institutions on Financial Strategy, M&A and Capital Raising.

He is on the Boards of ITC Limited, Jubilant Pharma Limited, Singapore, and IIT Delhi Endowment Management Foundation.

Mr. Duggal had a 26 years career with Bank of America, mostly in the U.S., Hong Kong and Japan. His last assignment was as Chief Executive of Bank of America in India from 1998 to 2001. He is an expert in international finance and from 1981-1990 he was head of Bank of America's (oil & gas) practice handling relationships with companies like Exxon, Mobil, etc. From 1991-94 as Chief Executive of BA Asia Limited, Hong Kong, he looked after Investment Banking activities for the Bank in Asia. In 1995, he moved to Tokyo as the Regional Executive, managing Bank of America's business in Japan, Australia and Korea.

Mr. Duggal is involved in several initiatives in social and education sectors. Mr. Duggal is the founder of 'Centre of Excellence for Research on Clean Air (CERCA)' at Indian Institute of Technology, Delhi, India. He was erstwhile Chairman of the American Chamber of Commerce, India.

He is the founder of Women on Corporate Boards program in India under which high potential women are mentored individually by Corporate Leaders to prepare them for Board careers. Women from this program are serving on over 200 corporate Boards.

Mr. Duggal is also the Chairman of Indian Institute of Technology Delhi Endowment Fund. IITD Endowment Fund is India's first alumni endowment fund by an educational institute.

Mr. Duggal is a Trustee of Chennai Mathematical Institute (CMI). CMI is a Centre of Excellence for Teaching and Research in Mathematical Sciences.

A Mechanical Engineer from the prestigious Indian Institute of Technology, Delhi (recipient of Distinguished Alumni Service Award in 2019). Mr. Duggal holds an MBA from the Indian Institute of Management, Ahmedabad (recipient of Distinguished Alumnus Award).



## Ms. Ranjana Agarwal

Ms. Ranjana Agarwal is an Independent Director on the board of ICRA Limited and chairs their Audit and CSR committees. She is also on the board of a number of listed companies including a Private Bank, NBFC, Real Estate Company and chairs a number of their key committees.

Ms. Agarwal is the founder partner of Vaish & Associates, Chartered Accountants and has over 35 years of experience in audit, tax and related services including succession planning, management of family trusts and business valuations. She was also a partner in Deloitte Haskins & Sells until 2000.

Ms. Agarwal was the national president of the women wing of FICCI and currently co chairs their 'FLO women directors' programme and has been on boarding aspiring women directors for several years as India chair of a global women directors forum. Ms Agarwal also Co-Chairs the Corporate Affairs committee of the PHD Chamber of Commerce & Industry.

Ms. Agarwal is life trustee in Vaish Associates Public Welfare trust which works in the field of education and health care.

Ms. Ranjana Agarwal has done her Honours in Economics from Lady Shri Ram College, Delhi University, and has done her CA training from Price Waterhouse Coopers.



**Ms. Radhika Vijay Haribhakti**

Ms. Radhika Vijay Haribhakti is an Independent Director on the board of ICRA Limited. Ms. Haribhakti has over 30 years of experience in Commercial and Investment Banking with Bank of America, JM Morgan Stanley and DSP Merrill Lynch. She has advised several large corporates and led their Equity and Debt offerings in domestic as well as international capital markets. She now heads RH Financial, a boutique Advisory Firm focused on M&A and Private Equity.

She is on the Boards of Directors of EIH Associated Hotels Limited, Navin Fluorine International Limited and Rain Industries Limited. At these companies, she is a member of several board committees, including some which she chairs.

Ms. Haribhakti has also been closely associated with issues of women empowerment and financial inclusion and has served on the Boards of non profits for over 18 years, including 12 years as Chairperson. She is the former Chair of Friends of Women's World Banking (FWWB) and Swadhaar Finaccess, both non profits engaged in providing financial solutions to women in economically disadvantaged communities. She has also served on the Governing Council of Citigroup Micro Enterprise Award and CII's National Committee on Women Empowerment.

Ms. Haribhakti is a graduate in Commerce from Gujarat University and a Post Graduate in Management from the Indian Institute of Management (IIM), Ahmedabad.



**Dr. Min Ye**

Dr. Min Ye is a Non-Executive, Non-Independent Director of ICRA Limited. He is the Managing Director – Head of International of Moody's Corporation. He is responsible for Moody's enterprise-wide China strategy formulation and execution. Prior to the current role, he was the Managing Director – Head of MIS International and was responsible for formulating business growth initiatives, budgeting and planning, managing Moody's offices and affiliate relations, and monitoring the regulatory environment in the Asia Pacific region. Earlier, he was the Managing Director and the Country Manager for Moody's China, as well as the Chief Executive Officer of China Chengxin International Credit Rating Co. Ltd., a Moody's affiliate in China. Dr. Min Ye, who joined Moody's as a Senior Analyst and Vice President in 1994, has also worked as the Managing Director of the Structured Finance Group for Asia Pacific (ex-Japan) in Hong Kong.

Dr. Min Ye has a BE and an ME in Electrical Engineering from the Tsinghua University in Beijing. He also has a Ph.D. in Electrical and Computer Engineering from the Carnegie Mellon University, USA.



**Mr. David Brent Platt**

Mr. David Brent Platt is a Non-Executive, Non-Independent Director of ICRA Limited. Mr. Platt currently serves as SVP & Chief Strategy Officer for Moody's Corporation, with responsibility for Corporate Development, Global Communications and Moody's Corporate Social Responsibility (CSR) activities. Previously, Mr. Platt served as Managing Director and Head of Corporate Development for Moody's from January 2013 to November 2018.

Prior to joining Moody's, Mr. Platt provided M&A and corporate finance advisory services to clients, including Moody's, from 2010 to 2012. Previously, he served as a Managing Director in the M&A Group at Deutsche Bank from 2007 to 2009, advising companies and boards across a range of industries.

Prior to Deutsche Bank, Mr. Platt served as a Managing Director in the M&A Group at Bank of America and held similar roles in the M&A Groups at Citigroup and Donaldson, Lufkin & Jenrette from 1997 to 2007. From 1992 to 1997, Mr. Platt was a Senior Investment Analyst in the Money Market Fixed Income Division at Fidelity Investments where his responsibilities included credit risk assessment, setting of exposure limits and investment oversight for a broad range of corporate and municipal credits as well as structured products.

Mr. Platt holds an M.B.A. from the University of Chicago, a B.A. from the University of California, Berkeley in Political Economies of Industrialized Societies and earned the CFA designation.



**Mr. Michael Foley**

Mr. Michael Foley is a Non-Executive, Non-Independent Director of ICRA Limited.

Mr. Foley, Vice Chairman, Asia Pacific, is a senior member of the Moody's Investors Service Regional Management team. Based in Singapore, Mr. Foley supports efforts to provide best in class credit ratings, research, data, analytics and insights for cross border and domestic credit markets in Asia Pacific.

Previously, Mr. Foley spent 7 years as the global head of Moody's Banking, Insurance and Managed Investment rating businesses. Mr. Foley joined Moody's from the Board of Governors of the Federal Reserve in Washington, D.C. where he was the Senior Associate Director of Banking Supervision and Regulation from 2008 until 2012. While at the Federal Reserve, he managed a group responsible for the supervision of large, complex domestic and foreign banking organizations.

Prior to his role at the Federal Reserve, Mr. Foley spent 14 years at Moody's in a number of roles. His last position, in 2007, was Managing Director, Fundamental Business Management. From 2002 to 2006, Mr. Foley was Managing Director, Regional Head for EMEA, where he had responsibility for Moody's offices in Europe, as well as for Moody's affiliate relationships, and matrix responsibility for EMEA ratings and research activities. From 1997 to 2001, Mr. Foley was a Managing Director in Corporate Finance managing ratings for telecom, media and technologies, energy, utilities, healthcare and basic industries. He was also a Managing Director in Finance, Securities and Insurance from 1996 to 1997 and a Vice President in the Financial Institutions Group from 1993 to 1996.

Before Moody's, Mr. Foley worked at KPMG Peat Marwick and the Federal Reserve in Washington, D.C.



**Ms. Wendy Huay Huay Cheong**

Ms. Wendy Huay Huay Cheong is an Additional Director of ICRA Limited under the category of Non-Executive, Non-Independent Director.

Ms. Cheong is Managing Director-Regional Head of Asia Pacific for Moody's Investors Service (MIS), based in Hong Kong. In this role, Ms. Cheong is responsible for developing and supporting Moody's growth strategy in both developed and emerging markets in the region. Ms. Cheong is the senior representative for Moody's in Asia Pacific and she is responsible for managing regional operations, overseeing policy and regulatory outreach, coordinating Moody's global initiatives, and providing oversight and coordination of affiliates, joint ventures and MIS domestic market strategies in the region.

Ms. Cheong joined Moody's in 2010 and has held various senior positions, including Chief of Staff to the President of Moody's Investors Service; Representative Director for MIS in Hong Kong, while also serving as Senior Vice President – Head of APAC Strategy & Business Management; and Director and Senior Product Strategist at Moody's Analytics.

Ms. Cheong is a member of Moody's Global Diversity Council and founded the Moody's Women's Employee Resource Group in Asia Pacific. She held leadership roles in several external women in finance organizations, including 100 Women in Finance and the Women in Finance Association of the Asia Securities Industry and Financial Markets Association (ASIFMA). She is currently a member of the Asian Venture Philanthropy Network (AVPN), a leading network of over 600 organizations across 34 countries that mobilizes capital for impact investing.

Before joining Moody's, Ms. Cheong held senior strategy, sales and marketing positions at Prudential PLC, as well as at Singapore Telecoms in Hong Kong and Singapore. She holds a BA in Southeast Asian Studies from the National University of Singapore.



**Mr. N. Sivaraman**

Mr. N. Sivaraman is the Managing Director & Group CEO of ICRA.

Mr. N. Sivaraman is a reputed business leader who spent 34 years with Larsen & Toubro Limited (L&T) Group. His last position was President and Whole-Time Director of L&T Finance Holdings, a subsidiary of L&T and a listed company.

Under his leadership, L&T Finance Holdings became the first subsidiary of L&T to be publicly listed. He strategized expansion of the business across lending, asset management and insurance, and led inorganic growth initiatives as well, overseeing key acquisitions in asset management, housing and personal vehicle finance.

In his 34 years of association with L&T Group, Mr. N. Sivaraman held many key roles in Finance & Accounts, Mergers & Acquisitions, Treasury, Project Finance, Corporate Finance and Investor Relations.

Since his exit in 2016 from L&T Group, Mr. N. Sivaraman has been working on establishing a platform for financing infrastructure projects using a combination of NBFC and managed funds. At the same time, his firm – 5E Financial Services, has been advising entities seeking to invest debt funds in infrastructure projects. In December 2018, Mr. N. Sivaraman joined IL&FS Group, as Group Chief Operating Officer, responsible for asset monetization and creditor engagement, including restructuring of loans, where required. His assignment with IL&FS ended on July 31, 2020.

Mr. N. Sivaraman holds a Bachelor of Commerce from Madras University and is a Chartered Accountant from the Institute of Chartered Accountants of India.

## SENIOR MANAGEMENT



**Mr. N. Sivaraman**  
Managing Director & Group CEO



**Mr. Ramnath Krishnan**  
President of Ratings



**Mr. G. Krishnamurthy**  
Head – Corporate Centre and Strategy



**Mr. Vipul Agarwal**  
Group Chief Financial Officer



**Mr. Amit Kumar Gupta**  
General Counsel



**Ms. Sheetal Sandhu**  
Group HR Head



**Mr. K. Ravichandran**  
Executive Vice President &  
Deputy Chief Rating Officer



**Mr. L. Shivakumar**  
Executive Vice-President & Head  
Institutional Corporate Group



**Mr. Jayanta Chatterjee**  
Executive Vice-President & Head Strategic  
and Emerging Corporate Group

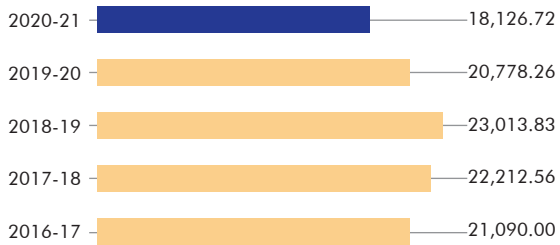


**Mr. S. Shakeb Rahman**  
Company Secretary & Compliance Officer

# ICRA: Key Trends

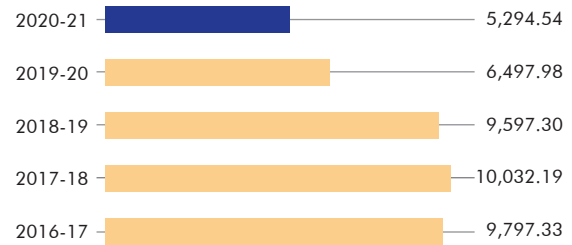
## TREND IN OPERATING INCOME

(in ₹ Lakh)



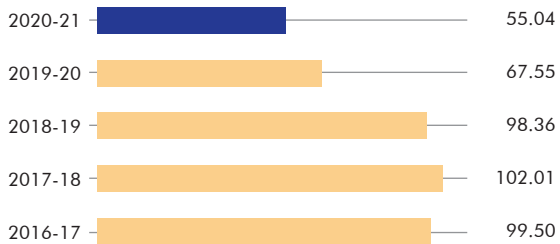
## TREND IN PROFIT AFTER TAX

(in ₹ Lakh)



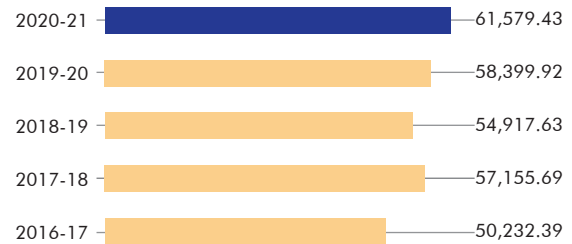
## TREND IN EPS (BASIC)

(in ₹)



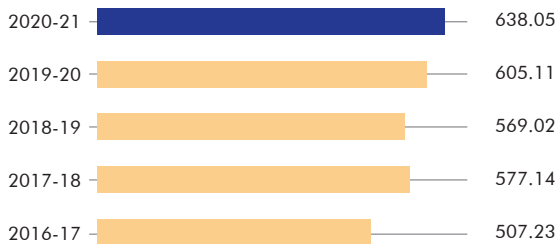
## TREND IN NETWORTH

(in ₹ Lakh)



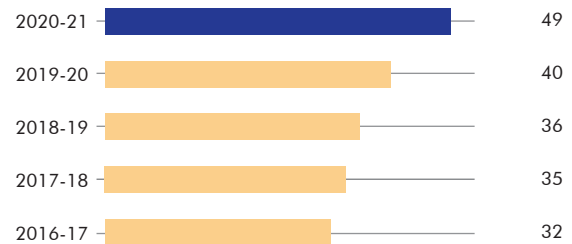
## TREND IN BOOK VALUE PER SHARE

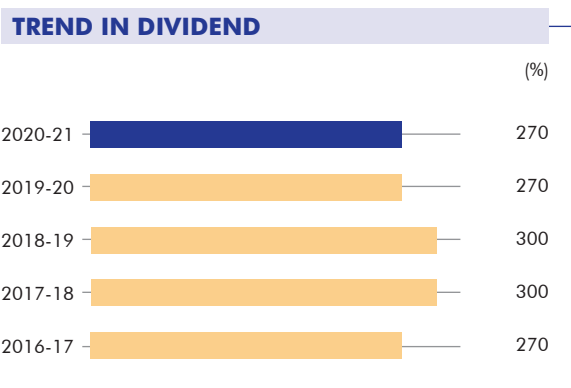
(in ₹)



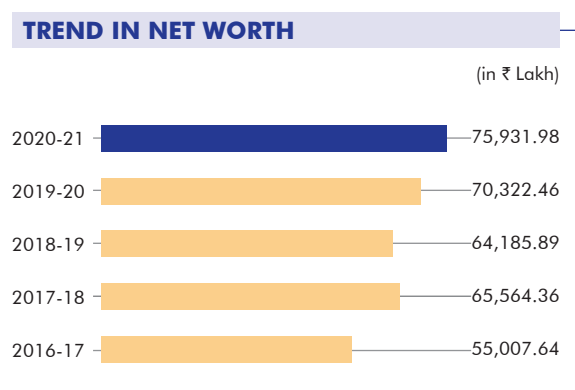
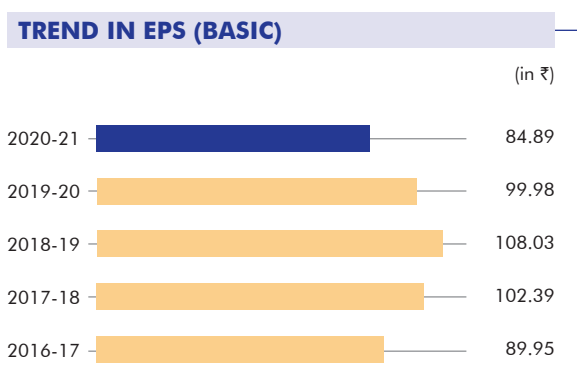
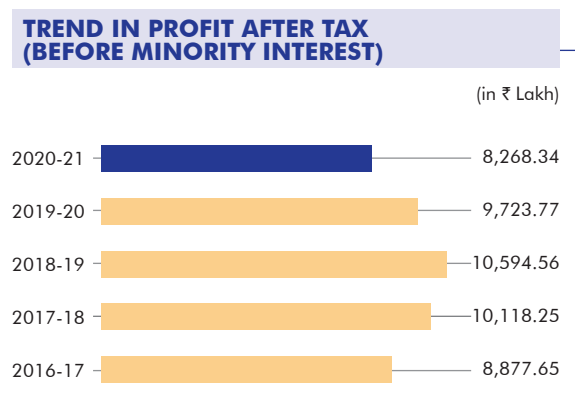
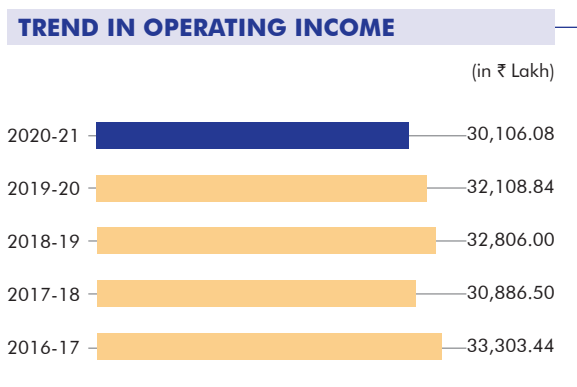
## TREND IN DIVIDEND PAYOUT

(%)





## Group ICRA: Key Trends





# Corporate Information

## Chairman Emeritus

Mr. D. N. Ghosh

## Board of Directors

Mr. Arun Duggal

*Chairman, Independent Director*

Ms. Ranjana Agarwal

*Independent Director*

Ms. Radhika Vijay Haribhakti

*Independent Director*

Dr. Min Ye

*Non Executive and Non Independent Director*

Mr. David Brent Platt

*Non Executive and Non Independent Director*

Mr. Michael Foley

*Non Executive and Non Independent Director*

Ms. Wendy Huay Huay Cheong<sup>1</sup>

*Additional Director, Non Executive and Non Independent Director*

Mr. N. Sivaraman

*Managing Director & Group CEO*

## Audit Committee

Ms. Ranjana Agarwal, *Chairperson*

Ms. Radhika Vijay Haribhakti

Mr. Arun Duggal

Ms. Wendy Huay Huay Cheong

## Nomination and Remuneration Committee

Ms. Radhika Vijay Haribhakti, *Chairperson*

Ms. Ranjana Agarwal

Dr. Min Ye

Ms. Wendy Huay Huay Cheong

## Stakeholders Relationship Committee

Mr. Michael Foley, *Chairman*

Ms. Ranjana Agarwal

Mr. Arun Duggal

Mr. N. Sivaraman

## Corporate Social Responsibility Committee

Ms. Ranjana Agarwal, *Chairperson*

Mr. David Brent Platt

Mr. Michael Foley

Mr. N. Sivaraman

## Strategy Committee

Ms. Wendy Huay Huay Cheong, *Chairman*

Dr. Min Ye

Mr. David Brent Platt

Mr. N. Sivaraman

## Risk Management Committee

Mr. David Brent Platt, *Chairman*

Ms. Ranjana Agarwal

Ms. Radhika Vijay Haribhakti

Mr. Michael Foley

Mr. N. Sivaraman

## Ratings Sub-Committee

Mr. Michael Foley, *Chairman*

Mr. Arun Duggal

Dr. Min Ye

## Statutory Auditors

B S R & Co. LLP

*Chartered Accountants*

## Group Chief Financial Officer

Mr. Vipul Agarwal

## General Counsel

Mr. Amit Kumar Gupta

## Company Secretary & Compliance Officer

Mr. S. Shakeb Rahman

## Bankers

Axis Bank Limited

HDFC Bank Limited

ICICI Bank Limited

Kotak Mahindra Bank Limited

State Bank of India

## Registrar and Share Transfer Agent

Link Intime India Private Limited

## Registered Office

B-710, Statesman House,

148, Barakhamba Road, New Delhi-110001

## Corporate Office

Building No. 8, 2nd Floor, Tower A,

DLF Cyber City, Phase II,

Gurugram -122002, Haryana

<sup>1</sup>Appointment is effective from November 6, 2020

## FINANCIAL HIGHLIGHTS OF ICRA LIMITED - TEN YEARS AT A GLANCE

Particulars	2011-12	2012-13	2013-14	2014-15	2015-16	2016-17	2017-18	2018-19	2019-20	2020-21
1 Operating Income	13,936.08	14,859.41	16,289.93	18,124.53	19,536.63	21,090.00	22,212.56	23,013.83	20,778.26	18,126.72
2 Non-Operating Income	1,973.77	1,624.12	1,728.71	2,492.54	2,369.31	4,882.74	5,074.27	4,452.79	4,057.40	3,632.27
3 Total Income	15,909.85	16,483.53	18,018.64	20,617.07	21,905.94	25,972.74	27,286.83	27,466.62	24,835.66	21,758.99
4 PBDIT (before prior period adjustments & exceptional items)	7,762.39	7,498.60	8,437.01	9,898.97	10,109.57	13,049.42	14,853.37	13,353.41	9,909.06	7,863.90
5 Depreciation	(189.64)	(210.74)	(245.20)	(369.08)	(355.60)	(320.27)	(265.78)	(243.42)	(537.64)	(524.55)
6 Finance cost	-	-	-	-	-	(3.89)	(3.46)	(3.32)	(166.22)	(173.06)
7 Prior Period Adjustments	-	-	-	(764.82)	-	-	-	-	-	-
8 Exceptional Items	-	-	-	(1,151.95)	(345.52)	681.29	-	-	-	-
9 Profit Before Tax	7,572.75	7,287.86	8,191.81	7,613.12	9,408.45	13,406.55	14,584.13	13,106.67	9,205.20	7,166.29
10 Tax Provision	(2,482.77)	(1,249.53)	(2,318.66)	(2,571.24)	(3,261.90)	(3,609.22)	(4,551.94)	(3,509.37)	(2,707.22)	(1,871.75)
11 Profit After Tax	5,089.98	6,038.33	5,873.15	5,041.88	6,146.55	9,797.33	10,032.19	9,597.30	6,497.98	5,294.54
12 Other comprehensive income, net of tax	-	-	-	-	-	(47.95)	(21.98)	(23.11)	(53.84)	25.46
13 Total comprehensive income for the year	5,089.98	6,038.33	5,873.15	5,041.88	6,146.55	9,749.38	10,010.21	9,574.19	6,444.14	5,320.00
14 Equity Share Capital	1,000.00	1,000.00	1,000.00	1,000.00	1,000.00	990.33	990.33	965.12	965.12	965.12
15 Securities Premium	6,939.37	7,680.85	8,459.63	8,608.94	8,703.56	4,966.98	5,078.29	-	-	-
16 Net Worth	28,291.65	32,236.74	35,565.46	37,698.58	40,836.19	50,232.39	57,155.69	54,917.63	58,399.92	61,579.43
17 Dividend (%)	200%	220%	230%	240%	250%	270%	300%	300%	270%	270%
18 Basic Earnings Per Share (Rs.)	50.90	60.38	58.73	51.44	62.53	99.50	102.01	98.36	67.55	55.04
19 Book Value Per Share (Rs.)	282.92	322.37	355.65	376.99	408.36	507.23	577.14	569.02	605.11	638.05

Notes: (1) The figures from financial years 2016-17 onwards are as per Ind AS

(2) Other comprehensive income, net of tax has not been considered while calculating net worth

## FINANCIAL HIGHLIGHTS OF GROUP ICRA - TEN YEARS AT A GLANCE

Particulars	(Rs. in lakh)									
	2011-12	2012-13	2013-14	2014-15	2015-16	2016-17	2017-18	2018-19	2019-20	2020-21
1 Operating Income	20,746.17	25,141.06	28,296.22	32,191.42	34,115.48	33,303.44	30,886.50	32,806.00	32,108.84	30,106.08
2 Non-Operating Income	2,128.68	1,791.31	1,934.69	2,623.23	2,707.79	3,959.20	4,935.53	4,479.57	4,796.75	4,284.66
3 Total Income	22,874.85	26,932.37	30,230.91	34,814.65	36,823.27	37,262.64	35,822.03	37,285.57	36,905.59	34,390.74
4 PBDIT (before prior period adjustments & exceptional items)	8,382.95	7,687.48	10,473.51	12,516.88	12,812.66	14,085.59	16,443.31	15,773.53	14,381.07	12,398.09
5 Depreciation	(465.30)	(483.19)	(601.02)	(965.36)	(957.69)	(853.82)	(752.52)	(562.24)	(1,029.01)	(991.86)
6 Finance cost	(0.47)	-	(81.78)	(198.30)	(55.15)	(3.89)	(10.36)	(7.48)	(204.47)	(205.72)
7 Prior Period Adjustments	-	-	-	(896.63)	-	-	-	-	-	-
8 Exceptional Items	-	-	-	(413.15)	-	-	-	-	-	-
9 Profit Before Tax	7,917.18	7,204.29	9,790.71	10,043.44	11,799.82	13,227.88	15,680.43	15,203.81	13,147.59	11,200.51
10 Tax Provision	(2,531.12)	(1,323.48)	(2,898.37)	(3,485.10)	(4,156.90)	(4,350.23)	(5,562.18)	(4,609.25)	(3,423.82)	(2,932.17)
11 Profit After Tax (before minority interest)	5,386.06	5,880.81	6,892.34	6,558.34	7,642.92	8,877.65	10,118.25	10,594.56	9,723.77	8,268.34
12 Other comprehensive income, net of tax	-	-	-	-	-	(60.78)	0.01	(38.14)	(62.53)	1.72
13 Total comprehensive income for the year	5,386.06	5,880.81	6,892.34	6,558.34	7,642.92	8,816.87	10,118.26	10,556.42	9,661.24	8,270.06
14 Equity Share Capital	1,000.00	1,000.00	1,000.00	1,000.00	1,000.00	990.33	990.33	965.12	965.12	965.12
15 Securities Premium	6,939.37	7,680.85	8,459.63	8,608.94	8,703.56	4,966.98	5,078.29	-	-	-
16 Net Worth	30,161.33	33,923.75	38,793.86	42,877.56	47,623.77	55,007.64	65,564.36	64,185.89	70,322.46	75,931.98
17 Basic Earnings Per Share (Rs.)	54.01	59.16	68.92	66.77	77.56	89.95	102.39	108.03	99.98	84.89
18 Book Value Per Share (Rs.)	301.61	339.24	387.94	428.78	476.24	555.45	662.05	665.06	728.64	786.76

Notes: (1) The figures from financial years 2016-17 onwards are as per Ind AS

(2) Other comprehensive income, net of tax has not been considered while calculating net worth

## Directors' Report

To,

The Members,

ICRA Limited

Your Directors have the pleasure in presenting the 30<sup>th</sup> Annual Report of your Company along with the Audited Financial Statements for the year ended March 31, 2021.

### Financial Performance

During its 30<sup>th</sup> year of operations, your Company has earned a net profit of Rs. 52.94 crore as against Rs. 64.98 crore during the previous year. Your Company's basic earnings per share for the year ended March 31, 2021 was Rs. 55.04, as against Rs. 67.55 in the previous year. The financial results of your Company (standalone and consolidated) for the year ended March 31, 2021 are presented in the following tables.

Standalone		
Particulars	2019-20 (Rs. crore)	2020-21 (Rs. crore)
Revenue from operations	207.78	181.27
Other income	40.58	36.32
Total income	248.36	217.59
Total expenses	156.31	145.93
Profit before tax	92.05	71.66
Total tax expense	27.07	18.72
Profit for the year	64.98	52.94
Total other comprehensive income, net of tax	(0.54)	0.26
Total comprehensive income for the year	64.44	53.20

Figures are extracted from the audited standalone financial statements as per Indian Accounting Standards (Ind AS).  
 1 Crore = 10 million

Consolidated		
Particulars	2019-20 (Rs. crore)	2020-21 (Rs. crore)
Revenue from operations	321.09	301.06
Other income	47.97	42.85
Total income	369.06	343.91
Total expenses	237.58	231.91
Profit before tax	131.48	112.00
Total tax expense	34.24	29.32
Profit for the year	97.24	82.68
Total other comprehensive income, net of tax	(0.63)	0.02
Total comprehensive income for the year	96.61	82.70

Figures are extracted from the audited consolidated financial statements as per Indian Accounting Standards (Ind AS).  
 1 Crore = 10 million

## Directors' Report

### Review of Operations

#### Rating Services

#### Market and Business Overview

The credit rating business faced headwinds in terms of a Covid-19 pandemic induced contraction in economic activity in H1 FY2021 resulting in limited credit demand and heightened risk aversion of lenders. Covid-19 induced stress on borrowers' cash flows, which, coupled with the moratorium on debt servicing announced by the Reserve Bank of India (RBI), further created ambiguity for lenders. A heightened risk aversion had its impact across corporate bond market, bank lending, structured finance as well as flows into debt mutual funds. But a broad resumption in economic activity, post the lifting of the lockdown, supported in ample measure by the Fiscal and Monetary Policy interventions, has allowed businesses to recover, even as the recovery remains uneven thus far. However, a fresh spike in Covid-19 infections in March 2021 has led to the re-imposition of localised restrictions, the impact of which is evolving.

The pandemic and the associated lockdown severely affected activity in many sectors in H1 FY2021, especially in the contact-intensive parts of the non-agricultural economy. The GDP contracted by a steep 24.4% in real terms in Q1 FY2021, followed by a narrower YoY decline to 7.3% in Q2 FY2021, as activity recovered during the unlock phase. GDP rose by a marginal 0.4% in Q3 FY2021, with a relatively broad-based improvement. With the rollout of the Covid-19 vaccines, business sentiment improved. However, non-Government investment activity remained muted with modest capacity utilisation levels. The credit squeeze witnessed by the NBFCs had an adverse impact on consumption as well as supply of credit to micro-small and medium enterprises. Moreover, consumer confidence displayed a subdued uptick and remained well below the pre-pandemic levels. While economic activity entered a consolidation phase in January-February 2021, a fresh spike in Covid-19 infections in March 2021 led to the re-imposition of localised restrictions, reigniting uncertainty regarding the near-term outlook.

The bonds issuances are estimated by ICRA to have improved by 27% during FY2021 but the bulk of these happened in the first two quarters, driven by regulatory measures such as targeted long-term repo operations (TLTROs) by the RBI and partial credit guarantee (PCG) scheme of the GoI for purchase of bonds issued by the NBFCs. The PSUs and entities with higher ratings or those supported by strong promoters, benefitted most from these. A low interest rate environment prompted strong issuers to tap the domestic bond market instead of overseas borrowings. Of the overall bond issuances, as per ICRA's estimates, the PSUs accounted for 55% of the issuances in FY2021. The issuances from NBFCs including Housing Finance companies (HFCs) were higher - PSU entities such as PFC Limited and REC Limited borrowed more under liquidity package for DISCOMs. The issuances under the TLTROs and the PCG also helped NBFC issuances. The bond issuances from banks and financial institutions increased driven by higher issuances of Basel III debt capital instruments by public sector banks and steady refinancing by financial institutions. The outstanding stock of commercial paper showed a tepid growth of 6% as at March 31, 2021 after a steep decline of 29% in FY2020 driven by increased activity level in the economy and low interest rates.

Bank credit growth was driven by lending to the agriculture sector and a moratorium on debt servicing leading to lower amortisation and capitalisation of interest for moratorium period. The bank credit would have been lower if adjusted for the lending under the Emergency Credit Line of the GoI.

Despite the lock-down by the Central and State Governments, your Company was able to transact business in a seamless manner. A good number of new clients – across bank loan and debt market segments - were added. Your Company not only added some prominent and leading companies to its list of clients, it also rated some novel transactions –

- The second ever RelT transaction (your Company rated the first one too),
- The warehouse receipts-backed PTC structure,
- The first PSU InVIT,
- Rating of e-operation of electrical buses under a state concession

## Directors' Report

Your Company maintained its significant share of the total volume of debt rated by all CRAs for the year, despite being selective in certain unremunerative situations such as the small bank loan segment and entities that adopt only tender-based criteria for selecting rating agencies. Adoption of this approach has helped in improving the overall yield. However, your Company did face Covid-induced economic headwinds and reduction in rated volumes in case of a few specific clients in the financial sector. The structured finance business saw greater impact in the first two quarters of FY2021 as investors turned risk averse, though the subsequent quarters saw improved volumes. In terms of ratings quality, your Company has been appreciated for its timely rating actions, adequately factoring the evolving impact of the pandemic on various sectors and businesses.

### Corporate Sector

For the second consecutive year, the bank credit to the corporate sector remained stagnant in FY2021, driven by, slowing consumption and lack of any meaningful pick-up in investment activity. Borrowings through the bond route were restricted to PSUs and entities backed by strong promoters. Credit spreads on corporate bonds increased initially but began to moderate post a host of monetary and fiscal measures announced by the RBI and the Govt respectively in FY2021. Even while the operating environment was challenging, highly rated corporates were able to raise money from the bond market at attractive rates given the surfeit of liquidity in the system following measures such as Long-Term Repo Operation (LTRO) and TLTRO. Moreover, given the aggressive monetary easing by the RBI, the CP rates witnessed a sharp fall, with yields falling to one of the lowest in the last few decades, which enabled high credit worthy corporate borrowers to raise short-term funds at competitive rates. Nonetheless, transmission of rates to the lower end of the credit curve was weak, resulting in high credit risk premium.

### Financial Sector

Investors continued to remain cautious on the sector, due to concerns on the asset quality of lenders. The collection efficiencies that dipped sharply in April 2020 improved over the rest of the year. The TLTROs and PCG schemes helped NBFCs/HFCs raise medium term funding and manage their near-term liquidity. The NBFCs/HFCs had to depend primarily on banks for their funding requirement as mutual funds and other investors continued to remain risk averse for most part of the fiscal. With significant slowdown in disbursements, the assets under management of the NBFCs and the HFCs are estimated to have reported only a marginal growth in FY2021. Adjusted for the CP issuances for IPO financing, NBFCs/HFCs reduced their dependence on CPs as they continued to focus on raising long-term resources and improve their Asset Liability Management (ALM) profile.

Uncertain operating environment and concerns related to more downgrades of debt instruments continued to impact the flows into debt mutual funds. With a gradual pick up in the economic activity levels from Q2 FY2021, the net flows into debt schemes started improving. As a result, assets under management (AUM) for debt schemes improved 29% during FY2021 compared with a contraction of 11% in FY2020. Your Company continues to enhance its presence in the debt mutual fund scheme ratings with additions of more schemes from the existing and new fund houses.

### Structured Finance

The domestic securitisation volumes witnessed a steep decline to about Rs. 0.9 lakh crore in FY2021 as against volumes of almost Rs. 2 lakh crore in FY2020 due to concerns on asset quality of retail loan pools. The NBFCs and HFCs also turned their focus towards collections rather than disbursements. Adequate liquidity available in the system, especially for the higher rated entities, also led to lower need for securitisation of their assets. Nevertheless, the market saw revival on a sequential basis with strong QoQ growth of about 60% reported in both Q3 and Q4 of the fiscal, albeit at a lower base. The recovery in Structured Finance was supported by the lifting of the RBI-driven moratorium period in August 2020, the improvement in the collection efficiencies for retail loans leading to lesser-than-expected build-up in delinquencies, especially for the secured asset classes, and the increase in funding requirements for the NBFCs and HFCs as disbursements picked up even reaching to pre-Covid levels for some financial institutions.

The investor preference for retail loan pools of secured asset classes remained high with mortgage-backed loans being the dominant asset class in securitisation during the year. Gold loan securitisation also witnessed an increase in its proportion to the overall volumes. Securitisation of microfinance loans saw the sharpest decline in FY2021 due to investor concerns on the asset quality, but we saw some of the stronger players in this sector re-emerge in the securitisation market in Q4.



## Directors' Report

In FY2021, your Company continued to maintain its position as a leading credit rating agency (CRA) in the structured finance segment. While the number of fresh transactions rated / loss estimation reports prepared during the year declined due to the reduction in market volume, your Company managed to deepen its presence by carrying out assignments for new originators, a few of which only recently entered the securitisation market. In FY2021, your Company rated India's first securitised agri-commodity transaction. Your Company was also a leading agency for rating covered bond issuances during the year, which is a relatively newer product in the country though with significant potential to scale up.

### Outlook:

On the near-term outlook for the economy, ICRA's forecasts peg the expansion in Indian GDP (at constant 2011-12 prices) in FY2022 within a range of 10-10.5%, benefitting from a normalisation in economic activity after the vaccine rollout widens, as well as the low base. However, the effect of surge in Covid-19 infections in March 2021 may leave an impact on the near-term outlook. The key risks to our forecast are (i) the period it takes for the infection levels to sustain, (ii) Government response by way of lockdowns or restriction on activities, (iii) effect on employment and consequent impact on consumer confidence, and (iv) the existing vaccines not being effective enough against new variants of the infection. The key upside to our projections is a faster-than-expected pick-up in the Government spending.

Given the expectation of inflation remaining above the mid-point of the Monetary Policy Committee's medium-term target band of 2-6%, we expect an extended pause for the repo rate. In view of the large Central and expected state government borrowing plans for FY2022, interest rates may not ease meaningfully, despite the announcement of bond purchases under the Government-securities acquisition programme (G-SAP) 1.0 by the Reserve Bank of India. The trajectory of the commodity prices and the borrowing costs would in turn have a bearing on the capital expenditure budgets and the viability of infrastructure investments ongoing and in the pipeline.

In FY2022, the bank credit growth is expected to improve marginally by 7.5%-8.2% as compared to 5.6% in FY2021, however, the second wave of Covid-19 could impact the pace of growth. The debt capital markets issuances will be driven by higher scheduled maturities of bonds even as the interest rate and liquidity environment is expected to remain conducive for growth in bond issuance. The issuances will continue to be driven by better-rated and stronger entities even as there is a regulatory thrust to deepen the bond markets both by Reserve Bank of India and Securities and Exchange Board of India. Nonetheless, the investors could adopt a wait and watch approach for the credit impact of the second wave of pandemic to play out.

With only a marginal pick-up in bank credit growth coupled with the sizeable capital raise by private banks in FY2021 and the Rs. 40,000 crore capital infusion into public banks spread over FY2021 and FY2022, the bond issuances from the banks are expected to remain muted. The issuance volumes would get further suppressed if banks are unable to replace the Rs. 23,000 crore Additional Tier 1 (AT1) instruments which have a call option in FY2022 following in the changes in the valuation norms of such instruments. The financial institutions, however, are expected to drive the bond issuance volumes as they scale up. With improvement in investor risk appetite and most NBFCs having resumed lending from Q3 FY2021, we expect bond issuances by the NBFC and the HFCs to scale up and refinance existing debt.

The significant investment outlay envisaged under the National Infrastructure Pipeline (NIP) wherein an investment of Rs. 111 trillion is expected during 2020-2025 in major infrastructure sub sectors - notably in Power, Roads, Railways and Urban Infrastructure - will give a fillip to the economy. While a large share of the funding will be coming from the Central and State allocations and public-sector infrastructure NBFCs, corporate bond market is also expected to play a modest role, wherein Central PSUs in Power and Roads are expected to mobilise resources from the capital markets. Moreover, asset monetisation through InvITs is expected to gain traction in the next five years, which will benefit both the bond market issuances as well as bank loans through refinancing. Besides the infrastructure companies, general corporates in capital intensive sectors such as Oil & Gas, Metals, Telecom and Cement, are also expected to borrow from the capital markets. However, there is a risk of significant supply of Government bonds crowding-out corporate bonds.

The securitisation market is poised for a healthy growth in FY2022 on the relatively lower base seen in the preceding year. The rebound in the economic growth and the resumption of business activities would support the disbursement activity and

## Directors' Report

asset quality of the NBFCs and HFCs. The higher disbursements seen in H2 FY2021 would also increase the quantum of eligible loans available to securitise in the current year after taking care of RBI's requirements for minimum holding period. Nonetheless, the recent rise in Covid-19 cases may again create uncertainty among the investors. While the lockdowns announced by a few state governments at present are less restrictive in comparison to the nationwide lockdown seen last year, an unabated increase in the Covid cases is likely to bring about fears of harsher lockdowns which could have a bearing on the asset quality of retail loans. ICRA, however, expects securitisation volumes in FY2022 to be supported by the requirement of banks to meet their priority sector lending (PSL) requirements. The increase in the purchase of non-PSL pooled loans is also a healthy trend that will result in healthy growth in issuance volumes. Any significant traction in the priority sector loan certificates (PSLCs) market or widespread adoption of the loan co-origination framework by banks for sourcing PSL assets could, however, restrict issuance volumes in the medium to long term.

Your Company will benefit from the anticipated pick-up in the debt market and the infrastructure space.

### **Trends in Credit Quality of ICRA rated companies**

The credit quality of India Inc. has experienced two consecutive years of elevated pressures. While on a full-year basis, both FY2020 and FY2021 marked a sharp rise in the proportion of entities downgraded in ICRA's portfolio (vis-à-vis the historical averages), the rating action trends since November 2020 suggest that incremental downgrade pressures have ebbed. At the same time, the proportion of rating upgrades has been on the rise over the past two quarters. Other notable trends are as follows:

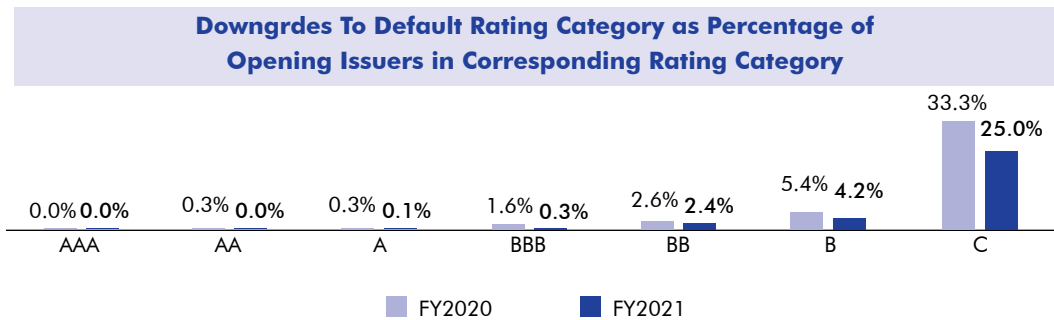
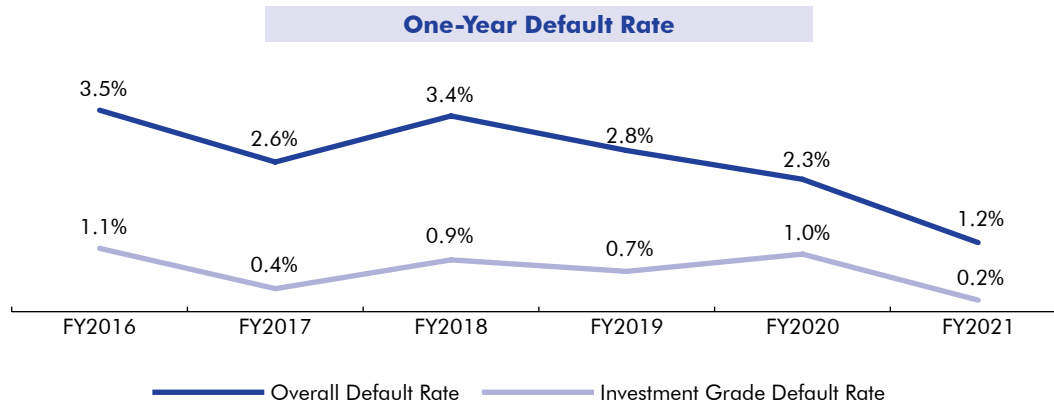
- ICRA downgraded the ratings of 483 entities in FY2021 reflecting a downgrade rate of 14%, coming on the heels of an even higher downgrade rate of 16% seen in FY2020. The proportion was much higher than the preceding five-year average of 8%, reflecting the elevated credit pressures seen in the past two years.
- In comparison, the ratings of 293 entities were upgraded by ICRA in FY2021. These accounted for 9% of the portfolio entities, a proportion similar to that seen in FY2020. This, however, stood lower than the preceding five-year average of 11%.
- But since November 2020, the credit ratio of ICRA-assigned ratings, defined as the number of entities upgraded to that downgraded, has consistently remained upwards of 1.0 time each month. Prior to that, the credit ratio had remained consistently below 0.6x in each month since May 2019.

Going forward, the credit quality trends in the near to medium term would remain sensitive to the span of second wave of Covid infections and the attendant demand and supply-side disruptions. The movement in commodity prices is also a variable which would have contrasting credit effects on the producers and the consumers. The likelihood of a rise in interest rates is substantial in view of the large Central and state government borrowing plans for FY2022. As regards the financial services sector, sustained improvement in asset quality and collection efficiencies will be the key to improvement in credit profile, even as the funding environment has eased significantly.

### **Rating accuracy trends**

The performance of any credit rating system is measured by metrics like default rates, stability rates and average default position. ICRA's robust methodologies and their consistent application over the years is reflected in the low default rates in the investment grade suggesting that ICRA's ratings have done well to distinguish between safer and riskier credits. The default rates along the rating scale, from AAA to C, have shown ordinality which reflects the ability at differentiating among credits across the risk spectrum. This apart, ICRA's ratings have demonstrated a healthy one-year rating stability depicted across all investment grade rating categories—a high rating stability suggests that ICRA's rating decisions do not get influenced by the stage of the business cycle but remain strongly focused on assessing the credit worthiness of entities through the cycle. Finally, the average default position of ICRA-assigned ratings—a measure of the tendency of a rating agency to commit type-1 and type-2 errors—remains healthy and has systematically improved over the years.

## Directors' Report

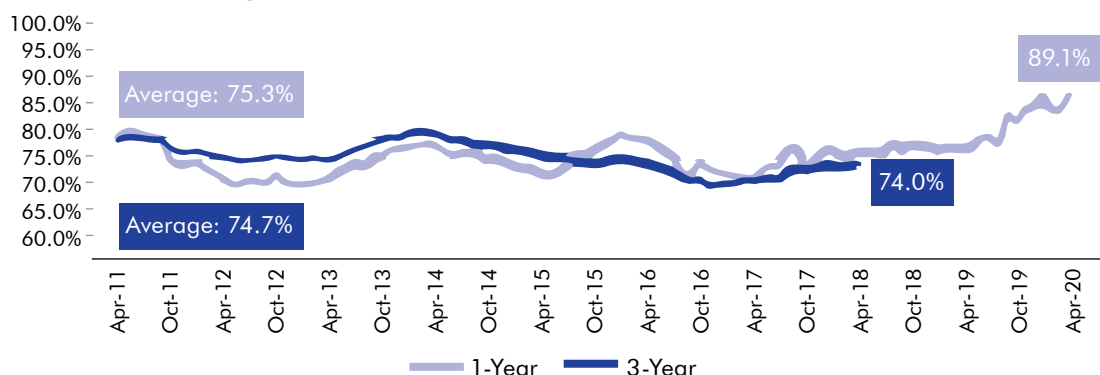


### Average one-year transition rates for long-term ratings for the last 5 financial year period ended 2020-21

Rating Category	AAA	AA	A	BBB	BB	B	C	D
AAA	98.9%	0.5%	0.0%	0.4%	0.0%	0.0%	0.0%	0.2%
AA	1.9%	95.0%	2.6%	0.2%	0.1%	0.0%	0.0%	0.1%
A	0.2%	5.0%	90.5%	3.6%	0.2%	0.1%	0.1%	0.4%
BBB	0.0%	0.4%	6.0%	88.4%	3.9%	0.1%	0.1%	1.2%
BB	0.0%	0.0%	0.2%	4.7%	87.8%	2.7%	0.1%	4.5%
B	0.0%	0.0%	0.1%	0.0%	6.0%	85.6%	0.5%	7.8%
C	0.0%	0.0%	0.0%	0.0%	0.0%	13.6%	63.6%	22.7%

## Directors' Report

### Trend in ADP of ICRA's Ratings



### Industry Research

The research reports of your Company continue to be well appreciated by various stakeholders for its analytical content. As these are based on contemporary themes, these have helped position ICRA as a thought leader. During the year FY2021, lower research spends by several financial sector entities affected the demand for ICRA's subscription-based products. Despite the challenging environment, the good quality of the reports published has also helped in making further inroads across market segments and your Company has added many prominent entities as subscribers in the last year. Your Company continues to actively engage with the investor community by regularly holding interactive sessions on macro economy, industries and rating round-ups through its webinar series, thereby building a strong market franchise.

ICRA research has an ongoing coverage on more than 60 industries, including several sub-segments within the corporate sector and multiple sub-segments under the financial services and structured finance sectors. ICRA remained a thought leader in the structured finance sector, publishing regular research notes on the securitisation market and credit quality trends across asset classes.

### Franchise Development

Your Company took several initiatives to strengthen its franchise through outreach efforts even as the year saw only virtual seminars and conferences. Your Company was quick to reach out to the market participants through webinars, the frequency of which was increased to address the apprehension as Covid-induced credit concerns were overwhelming. The timely series of webinars covering the Covid-19 related credit stress was appreciated for the coverage on various sectors. Some of these were coupled with media interactions to promote your Company's visibility and brand strength.

### Automation Initiatives at ICRA

ICRA is pursuing several technology initiatives across various functions with the objective of improving operating efficiencies, enhancing the quality of deliverables and improving the internal controls through automation. Significant efforts and investments have been made in the recent past to improve the technology stack to improve operational effectiveness and productivity through system-generated reports for financial comparison, consolidation and benchmarking, besides aiding the regulatory reporting requirements. ICRA is also implementing a customer relationship management (CRM) solution to achieve efficiencies for the business development, invoicing and revenue recognition, improving the lead to opportunity conversion, and generating automated reports along with data analytics. ICRA has also sharpened the focus on technology to capture early warning signals to closely monitor the developments in the rated entities and further improve timeliness of rating actions.

### Change in Nature of Business

During 2020-21, there was no change in the nature of business of your Company. Pursuant to the SEBI (Credit Rating Agencies) (Amendment) Regulations, 2018 along with its subsequent amendment(s) and clarifications issued by SEBI from time to time in this matter, a credit rating agency shall not carry out gradings and other related non-rating activities with effect from May 30, 2020. Accordingly, from this date, your Company does not accept any new business under these activities.

### Subsidiary Companies (including step-down subsidiaries)

At the beginning of the year 2020-21, your Company had five subsidiaries, including one step-down subsidiary. There is no associates and/or joint ventures, as defined under the Companies Act, 2013.

There has been no material change in the nature of the business of the subsidiaries.

## Directors' Report

As of March 31, 2021, your Company had the following subsidiaries, including the step-down subsidiary:

Sr. No.	Name of Subsidiary Companies	Category	Country of Incorporation
1.	ICRA Analytics Limited <sup>5</sup>	Subsidiary	India
2.	Pragati Development Consulting Services Limited	Step-down subsidiary	India
3.	PT. ICRA Indonesia*	Subsidiary	Indonesia
4.	ICRA Lanka Limited	Subsidiary	Sri Lanka
5.	ICRA Nepal Limited	Subsidiary	Nepal

<sup>5</sup>Formerly known as ICRA Online Limited

\*liquidation initiated by the Company

Highlights of performance of subsidiary companies and their contribution to the overall performance of the Company during the year 2020-21 are provided in the Management Discussion and Analysis Report.

The consolidated financial statements of Group ICRA, consisting of ICRA Limited, its subsidiaries, including step-down subsidiary, for the year 2020-21, which form a part of the Annual Report, are attached. The Auditors' Report on the consolidated financial statements is also attached. In compliance with the relevant provisions of the Companies Act, 2013, a statement containing the brief financial details in Form AOC-1 as per Rule 5 of the Companies (Accounts) Rules, 2014, of the said subsidiaries, is annexed to the consolidated financial statements, prepared in accordance with the prescribed Accounting Standards.

As required under the provisions of Section 136 (1) of the Companies Act, 2013, the financial statements, including consolidated financial statements and other documents required to be attached thereto, have been uploaded on the Company's website, [www.icra.in](http://www.icra.in). Further, your Company has also uploaded on its website the audited financial statements of each subsidiary Company.

### Branches of the Company

Your Company operates its business from its offices in New Delhi, Gurugram, Mumbai, Kolkata, Chennai, Ahmedabad, Bengaluru, Hyderabad, and Pune.

The Board of Directors in its meeting held on April 8, 2021 has accorded its approval to shift the registered office of the Company within the local limits of city, with effect from May 1, 2021 from Flat No. 1105, Kailash Building, 11th Floor, 26, Kasturba Gandhi Marg, New Delhi – 110001 to B-710, Statesman House, 148, Barakhamba Road, New Delhi-110001.

### Board Meetings Held During the Year

During the year, eight meetings of the Board of Directors were held. The details of the meetings are furnished in the Corporate Governance Report attached as *Annexure-II* to this Report. The Company has complied with secretarial standards issued by the Institute of Company Secretaries of India on Board meetings and General Meetings.

### Human Resource Development & Training

Human resources continued to provide a variety of training & development opportunities in the year under review with an aim to build employee capacity to meet strategic needs and align with the Company's strategic plan and overall mission.

A fundamental belief of our management philosophy is to invest in our employees and enable them to develop new skills and capabilities which benefit them as well as the Company. A variety of training and development programmes were provided in areas of functional and behavioural skills, team building and development on women leadership with emphasis placed on improving skill, competency and knowledge. To ensure managerial effectiveness, as an annual exercise we launched MILES – a managerial interpersonal effectiveness programme. It provides an opportunity to employees to understand themselves better, leading to self-awareness and thereby leading to an improvement of their people management styles.

New hires go through a systematic virtual on-boarding programme, designed to equip them adequately with the right skills and competencies to achieve their best potential. Apart from this, all employees, including the new hires, are trained online on the Code of Business Conduct, Conflict of Interest, Anti-Bribery & Corruption, Prevention of Sexual Harassment at Workplace & Information Security.



## Directors' Report

ICRA continues to focus on building a strong talent pipeline across levels through regular in-house virtual functional domain trainings, Intuition online learning platform, and external programmes. Developing and strengthening capabilities of all employees has remained an ongoing priority. Deserving employees, who demonstrate high performance and potential, are awarded challenging assignments and higher responsibilities. They are provided adequate training and coaching to prepare them towards the same.

The Company's talent management strategy is focused on building leaders of tomorrow. We invest through world class leadership development programmes to build the talent bank in the organisation. The Company has a robust talent review programme and ensures a succession plan towards critical positions, annually.

There is a harmonious relationship between the employees and the management of your Company. The consultative and participative management style of your Company has facilitated the achievement of its corporate goals. The employee morale has been high, resulting in a positive contribution to your Company's progress.

### Employees Stock Option Scheme (ESOS)

The members of your Company in the Annual General Meeting held on August 9, 2018, by passing a special resolution, adopted a new scheme called the Employees Stock Option Scheme 2018 ('**ESOS 2018**'), in compliance with SEBI (Share-based Employee Benefits) Regulations, 2014, under which an aggregate of 31,950 stock options were proposed to be granted. Permanent employees (excluding promoters and Independent Directors) of your Company and its subsidiaries are eligible to participate in the ESOS 2018. An estimated 31,950 stock options (shares of which are with the ICRA Employees Welfare Trust) may be granted under the ESOS 2018.

During the year, there were no changes in the ESOS 2018. A certificate from the Statutory Auditors of your Company certifying that the schemes are implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014 and the resolutions passed by the members of the Company will be made available in electronic mode to the members of the Company for inspection at the Annual General Meeting.

The disclosures in terms of Regulation 14 of the SEBI (Share-based Employee Benefits) Regulations, 2014 read with Circular No CIR/CFD/POLICY CELL/2/2015, dated June 16, 2015, issued by SEBI, are available on the Company's website; the web-link for the same is:

[https://www.icra.in/InvestorRelation/ShowCorpGovernanceReport/?Id=27&Title=Corporate%20Governance&Report=Disclosure%20by%20Board%20of%20Directors%20\(ESOP\)\\_2021\\_March.pdf](https://www.icra.in/InvestorRelation/ShowCorpGovernanceReport/?Id=27&Title=Corporate%20Governance&Report=Disclosure%20by%20Board%20of%20Directors%20(ESOP)_2021_March.pdf)

### Particulars of Employees

The disclosure under the provisions of Section 197(12) of the Companies Act, 2013, regarding the ratio of the remuneration of each Director to the median employee's remuneration and such other details as specified in Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to the Directors' Report (*Annexure I*). A statement showing the names of the top ten employees in terms of remuneration drawn and other particulars of the employees drawing remuneration in excess of the limits set out in Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as well as the names and other particulars of every employee covered under the rule, are available at the registered office of the Company, and any member interested in obtaining such information may write to the Company Secretary and the same will be furnished without any fee.

With regard to the provisions of Section 136(1) of the Companies Act, 2013, the Directors' Report, excluding the information provided in compliance with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is being sent to the members of the Company.

### Annual Return

In terms of Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Annual Return is available on the Company's website at

<https://www.icra.in/InvestorRelation/ShowInvestorCommunicationReport/?Id=462&Title=Annual%20Return&Report=Annual%20Return.pdf>

## Directors' Report

### Corporate Governance

The report of the Board of Directors of your Company on Corporate Governance is presented as a separate section (*Annexure II*) titled Corporate Governance Report, which forms a part of the Annual Report.

The composition of the Board, the Audit Committee, the Nomination and Remuneration Committee, the Stakeholders Relationship Committee, the Corporate Social Responsibility Committee, the Risk Management Committee and other committees of the Board, the number of meetings of the Board and committees of the Board, and other matters are presented in the Corporate Governance Report.

The certificate of the Statutory Auditors of your Company regarding compliance with the Corporate Governance requirements as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') is annexed to the Directors' Report.

Your Company has obtained a certificate from a practising company secretary that none of the Directors on the Board of your Company have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI / Ministry of Corporate Affairs or any such statutory authority.

### Management Discussion & Analysis

The Management Discussion and Analysis is annexed to the Annual Report (*Annexure III*).

### Insider Trading Regulations

Based on the requirements under the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the Code of Conduct for prevention of insider trading is in force in your Company. The Board of Directors of the Company has adopted the Code of Practises and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, the policy for determination of legitimate purposes, and policy for enquiry in case of the leak of unpublished price sensitive information in compliance with the said regulations and the same have been uploaded on the Company website.

### Material Changes and Commitments

No material changes and commitments that would affect the financial position of the Company have occurred between the end of the financial year to which the attached financial statements relate and the date of this report. Further, as per the disclosure required under Section 134 of the Companies Act, 2013 read with Rule 8(5) of the Companies (Accounts) Rules, 2014, no significant and material orders have been passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future.

### Share Capital

As on March 31, 2021, the Company's issued, subscribed and paid-up equity share capital stood at Rs. 9,65,12,310 (Nine Crore Sixty-Five Lakh Twelve Thousand Three Hundred and Ten Only) divided into 96,51,231 equity shares of Rs. 10/- each.

### Conservation of Energy, Technology Absorption, and Foreign Exchange Earnings and Expenditure

As your Company is not involved in any manufacturing activity, the particulars relating to conservation of energy and technology absorption, as mentioned in the Companies (Accounts) Rules, 2014, are not applicable to it. However, emphasis is placed on the employing techniques that result in the conservation of energy. Details on the foreign exchange earnings and expenditure of your Company appear in the notes to the financial statements.

### Update Regarding Certain Matters

During the year ended March 31, 2021, the Company was dealing with certain continuing matters and following are the updates.

- (a) The Securities and Exchange Board of India (SEBI) enhanced the penalty amount from Rs. 25 lakhs to Rs. 1 crore in respect of an adjudication proceeding initiated by it in relation to the credit ratings assigned to one of the Company's

## Directors' Report

customers and the customer's subsidiaries. The Company deposited the enhanced penalty amount under protest and filed an appeal with the Securities Appellate Tribunal contesting the said order. The said appeal is under review. On this matter, the Company also co-operated with other Government agencies in relation to queries received from them.

- (b) The Board of Directors ("Board") had previously appointed external experts to examine and report on anonymous representations making certain allegations against two former officials which were forwarded to the Company by SEBI ("Representations"). The findings of the external experts indicated that the conduct of the aforesaid officials was not in conformity with certain applicable regulations and the Company policies relating to credit rating activities. The key findings along with the remedial measures were submitted to SEBI in July 2020. The Company has implemented the remedial measures, including termination of services of aforesaid officials.
- (c) The Company had also received another anonymous representation in the previous financial year. The Company has concluded the examination thereof and finalised the necessary action plan during the current financial year. The findings did not indicate any adverse financial impact.

Basis the foregoing and the legal counsel opinion obtained; the Company does not foresee any significant adverse implications on the Company.

### Directors and Key Managerial Personnel

During 2020-21, Mr. N. Sivaraman was appointed as an Additional Director, effective from August 10, 2020. The Members of the Company at the Annual General Meeting held on September 23, 2020 approved the appointment of Mr. N. Sivaraman as Managing Director & Group CEO of the Company.

During the year under review, Mr. Thomas John Keller Jr., Non-Executive, Non-Independent Director of your Company, resigned from the Board of your Company, inclusive of membership in any and all committees of the Board. The resignation of Mr. Thomas John Keller Jr. was effective from November 6, 2020. Further, the tenure of appointment of Mr. Amit Kumar Gupta as a Whole-time Director of your Company expired on February 6, 2021; such appointments had been made by the Members of the Company at the Annual General Meeting held on September 23, 2020. The Board places on record its appreciation for their valuable contribution and guidance throughout their tenure.

The Board of Directors of your Company appointed Ms. Wendy Huay Huay Cheong as an Additional Director of your Company under the category of Non-Executive Non-Independent. Ms. Cheong's appointment was effective from November 6, 2020. The Nomination and Remuneration Committee and the Board of your Company recommend the appointment of Ms. Cheong under the category of Non-Executive Non-Independent Director, liable to retire by rotation.

Appointments made during the year are subject to approval by the Members of the Company at the forthcoming Annual General Meeting. The resolutions seeking Ms. Cheong's appointment as Director have been included in the Agenda of the Annual General Meeting.

Pursuant to the provisions of Section 152 of the Companies Act, 2013, and the Articles of Association of your Company, Mr. David Brent Platt is due to retire by rotation, and being eligible, has offered himself for reappointment.

Further, pursuant to Regulation 17(1A) of the Listing Regulations, for Mr. Duggal to continue as a director upon attaining the age of seventy-five years an approval of the Members is required. The resolutions seeking Mr. Duggal's continuation as Non-Executive and Independent Director have been included in the Agenda of the Annual General Meeting. Mr. Arun Duggal will continue to be a Non-Executive and Independent Director of the Company, up to his present term, i.e. November 10, 2024, on the existing terms and conditions.

Proposals for the above appointments/re-appointment forms a part of the Agenda for the forthcoming Annual General Meeting and the resolutions are recommended for your approval. The profiles of Mr. Platt, Ms. Cheong and Mr. Duggal are presented in the Notice of the 30<sup>th</sup> Annual General Meeting, as required under the Companies Act, 2013, secretarial standards issued by the Institute of Company Secretaries of India on general meetings and the Listing Regulations.

## Directors' Report

Except for Ms. Ranjana Agarwal who is serving as an Independent Director on the Board of ICRA Analytics Limited, an unlisted material subsidiary of the Company, and who receives remuneration by way of commission, no other Directors are in receipt of any remuneration or commission from any of the subsidiaries of the Company.

### Independent Directors' Declaration

Pursuant to the provisions of Section 149(7) of the Companies Act, 2013 read with Schedule IV of Companies Act, 2013, the Independent Directors have submitted declarations that each of them meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 along with rules made thereunder and Regulation 16(1)(b) of the Listing Regulations. There has been no change in the circumstances affecting their status as Independent Directors of the Company. The following Non-Executive Directors of the Company are independent in terms of Section 149(6) of the Companies Act, 2013 and the Listing Regulations:

1. Mr. Arun Duggal
2. Ms. Ranjana Agarwal
3. Ms. Radhika Vijay Haribhakti

Further, in terms of Section 150 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Independent Directors of the Company have confirmed that they have registered themselves with the databank maintained by the Indian Institute of Corporate Affairs (IICA) and have passed the proficiency test or avail the exemption from that, as applicable.

### Directors' Responsibility Statement

As required under the provisions contained in Section 134 of the Companies Act, 2013, your Directors hereby confirm that:

- (i) in the preparation of the Annual Accounts for the year ended March 31, 2021, the applicable accounting standards have been followed and there are no material departures from the same;
- (ii) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that year;
- (iii) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records, in accordance with the provisions of the Companies Act, 2013, to safeguard the assets of the Company and to prevent and detect fraud and other irregularities;
- (iv) the Directors had prepared the Annual Accounts on a going concern basis;
- (v) the Directors had laid down the internal financial controls followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (vi) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### Policy on Directors' Appointment

The Nomination and Remuneration Committee works with the Board to determine the appropriate characteristics, skill and experience that are required of the members of the Board. The members of the Board should possess the expertise, skills and experience needed to manage and guide the Company in the right direction and to create value for all stakeholders. The members of the Board need to consist of eminent persons of proven competency and integrity with an established track record. Besides having financial literacy, experience, leadership qualities and the ability to think strategically, the members are required to have a significant degree of commitment to the Company and should devote adequate time in preparing for

## Directors' Report

the Board meeting and attending the same. The members of the Board of Directors are required to possess the education, expertise, skills and experience in various sectors and industries needed to manage and guide the Company. The members are also required to look at strategic planning and policy formulations.

The members of the Board should not be related to any executive or independent director of the Company or any of its subsidiaries. They are not expected to hold any executive or independent positions in any entity that is in direct competition with the Company. Board members are expected to attend and participate in the meetings of the Board and its Committees, as relevant. They are also expected to ensure that their other commitments do not interfere with the responsibilities they have by virtue of being a member of the Board of the Company. While reappointing Directors on the Board and Committees of the Board, the contribution and attendance record of the concerned Director shall be considered in respect of such reappointment. Each Independent Director shall hold office as a member of the Board for a maximum term as per the provisions of the Companies Act, 2013 and the rules made thereunder, in this regard from time to time, and in accordance with the provisions of the Listing Regulations. The appointment of the Directors shall be formalised through a letter of appointment.

The Executive Directors, with the prior approval of the Board, may serve on the Board of any other entity if there is no conflict of interest with the Company's business.

### Board and Directors' Performance Evaluation

The Board of Directors of the Company, based on the recommendations of the Nomination and Remuneration Committee, has formulated a Board and Directors' Performance Evaluation Policy, thereby setting out the performance evaluation criteria for the Board and its Committees and each Directors' performance, including the Chairman of the Company.

Your Company's Board had undertaken a formal performance evaluation in a comprehensive and structured manner as a part of the strengthening exercise. Based on the recommendations of the Nomination and Remuneration Committee, the Board has adopted a process of receiving anonymous feedback and discussing the same at the meeting to ensure the Directors' collective participation and meaningful discussion over the performance of the Board, its Committees, individual Directors and Chairperson of the Board.

Your Company's Board believes that trust in the evaluation process and its confidentiality is critical for the success of the evaluation exercise, therefore, the Board encourages fair and transparent evaluations and maintains anonymity of those providing the feedback.

During the evaluation process, various suggestions were made by individual Board members to further enhance the effectiveness of your Company's Board. The results of the feedback were discussed with the Board and its respective committee members. Individual feedback was shared by the Chairman with each Board member separately.

The Board of Directors of the Company believes that the effectiveness of its governance framework can continue to be improved through periodic evaluation of the functioning of the Board as a whole, its committees and individual directors' performance evaluation.

The Board of Directors acknowledges that Independent Directors on the Board have integrity and possess expertise and experience, including proficiency.

### Auditors

M/s. B S R & Co. LLP, Chartered Accountants, were appointed as Statutory Auditors of your Company, at the 28<sup>th</sup> Annual General Meeting to hold office until the conclusion of the 33<sup>rd</sup> Annual General Meeting. As per the explanatory statement circulated to the members along with the notice of the Annual General Meeting, the annual fee for the financial year ending March 31, 2020 was proposed at 47,00,000 (Rupees Forty-Seven Lakh only), plus out-of-pocket expenses and taxes at the applicable rates, for the purpose of the statutory audit of the Company.

It was mentioned in the notice of the Annual General Meeting, that the Board of Directors and the Audit Committee shall be given the power to alter and vary the terms and conditions arising out of an increase in the scope of work, amendment in



## Directors' Report

Auditing Standards or regulations and such other requirements resulting in change in scope of work. Any such change in the terms and conditions of appointment and remuneration of Statutory Auditors would be intimated in the Directors' Report of the Company in the relevant year.

The disclosures relating to fees paid/payable to Statutory Auditors have been made in the Corporate Governance Report annexed to this Report.

### Comments on Auditors' Report

The notes to the financial statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments, except for the disclosure pertaining to certain ongoing matters, as provided under 'Update regarding certain ongoing matters' of this report of the Board of Directors.

The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company in the year under review.

### Secretarial Audit

The Board of Directors of the Company has appointed M/s. Chandrasekaran Associates, Company Secretaries, as the Secretarial Auditor of the Company for the financial year 2020-21 in terms of Section 204 of the Companies Act, 2013 and Regulation 24A of the Listing Regulations. The Secretarial Audit Report for financial year 2020-21 has been annexed to this Report (*Annexure IV*). The Secretarial Audit Report does not contain any qualifications, reservations or adverse remarks.

The Secretarial Audit Report issued by the material subsidiary of the Company, ICRA Analytics Limited, is also annexed to this Report (*Annexure IV-A*).

### Transfer to Reserves

Your Company proposes not to transfer any amount to the General Reserve.

### Dividend

The Board of Directors recommends for approval of the Members at the forthcoming Annual General Meeting, payment of dividend of Rs. 27 per equity share for the financial year ended March 31, 2021. If the members approve the dividend at the forthcoming Annual General Meeting, the dividend shall be paid to: (i) all those members whose names appear in the Register of Members as on July 23, 2021; and (ii) all those members whose names appear on that date as beneficial owners as furnished by the National Securities Depository Limited and Central Depository Services (India) Limited.

### Dividend Distribution Policy

Your Company has formulated a Dividend Distribution Policy ('the Policy') pursuant to Regulation 43A of the Listing Regulations. The objective of the Policy is to maintain stability in the dividend pay-out of the Company, subject to the applicable laws, and to ensure a regular dividend income for the members and long-term capital appreciation for all stakeholders of the Company.

Your Company would ensure to strike the right balance between the quantum of dividend paid and the amount of profits retained in the business for various purposes. The Board of Directors refers to this Policy while declaring/recommending dividends on behalf of the Company. Through this Policy, the Company would try to maintain a consistent approach to dividend pay-out plans, subject to the applicable laws. The Policy has been uploaded on the website of your Company at:

<https://www.icra.in/RegulatoryDisclosure/ShowCodePolicyReport/7>

### Transfer to Investor Education and Protection Fund

The Company sends reminder letters to all members whose dividends are unclaimed to ensure that they receive their rightful dues. Your Company has also uploaded on its website, [www.icra.in](http://www.icra.in), information regarding unpaid/unclaimed dividend amounts lying with your Company.

## Directors' Report

During 2020-21, the unclaimed dividend amount of Rs. 1,22,034 towards the unpaid dividend account of the Company for the financial year 2012-13 was transferred to the Investor Education and Protection Fund. The said amount had remained unclaimed for seven years, despite reminder letters having been sent to each of the members concerned.

Pursuant to Section 124(6) of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and its amendments, 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 ('the Authority') within a period of 30 days of such shares becoming due to be transferred to the IEPF, as per the procedure mentioned in the said Rules. Accordingly, your Company has transferred 60 equity shares to the demat account of the Authority in accordance with the provisions of the Companies Act, 2013 and rules made thereunder. All benefits accruing on such shares viz. bonus shares, split, consolidation, fraction shares etc., except any right issue, shall also be credited to such a demat account.

Members may note that unclaimed dividend and shares transferred to the demat account of the Authority can be claimed back by them from the Authority by following the procedure mentioned in the said Rules.

### Risk Management Policy

Your Company has formulated a risk management policy. This policy is a formal acknowledgement of the commitment of your Company to risk management. The aim of the policy is not to have the risk eliminated completely from the Company's activities, but rather to ensure that every effort is made by the Company to manage risks appropriately to maximise potential opportunities and minimise the adverse effects of risk. The Board and the Risk Management Committee monitor and review the risk management plan.

Risks and concerns are discussed in Section E of the Management Discussion and Analysis Report.

### Internal Control System and their Adequacy

Your Company has an internal control system, commensurate with its size, nature of its business and complexities of its operations. The Board of Directors of your Company has adopted policies and procedures for ensuring the orderly and efficient conduct of your Company's business. The Board of Directors of your Company has laid down Internal Financial Controls to provide reasonable assurance with regard to recording and providing reliable financial and operational information, adherence to the Company's policies, safeguarding of assets and prevention and detection of frauds and errors, the accuracy and completeness of accounting records and timely preparation of reliable information. The Board and the Audit Committee regularly evaluate internal financial controls.

### Corporate Social Responsibility

Your Company has constituted a Corporate Social Responsibility (CSR) Committee in accordance with Section 135 of the Companies Act, 2013. The CSR policy has been devised on the basis of the recommendations made by the CSR Committee. The composition of the CSR Committee, the CSR policy of the Company, details about the development and implementation of the policy and initiatives taken by the Company during the year as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended, have been annexed to this report (Annexure V).

Pursuant to the Ministry of Corporate Affairs, Government of India's, appeal on March 31, 2020, your Company has made a contribution of Rs. 1 crore to the Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund), to help combat the Covid-19 pandemic in India and support those most affected, which resulted into Rs. 71.26 lakh excess spent for CSR obligation from the financial year 2019-20. Out of the excess spent, Rs. 36.03 lakh has been offset against the CSR obligation of the financial year 2020-21.

### Business Responsibility Report

Your Company, in accordance with the provisions of Regulation 34(2)(f) of the Listing Regulations has prepared a Business Responsibility Report for the year 2020-21. The Business Responsibility Report describes the initiatives taken by the Company

## Directors' Report

from the environmental, social and governance perspective. The Business Responsibility Report has been annexed to this report (*Annexure VI*) and forms a part of the Director's Report.

### Particulars of Contracts or Arrangements with Related Parties

Your Company has entered into contracts or arrangements with its related parties. The related-party transactions are disclosed in the financial statements for the year ended March 31, 2021. There have been no material-related party transactions as per Section 188(1) of the Companies Act, 2013 and as per Regulation 23 of the Listing Regulations. The required disclosures of information in Form AOC-2 in terms of Section 188 of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014, are annexed to this report (*Annexure VII*).

### Policy on Prohibition, Prevention and Redressal of Sexual Harassment

Your Company has formulated a Policy on Prohibition, Prevention and Redressal of Sexual Harassment of Women at Workplace in accordance with The Sexual Harassment of Women at Workplace (Prohibition, Prevention and Redressal) Act, 2013. The Company has constituted an Internal Committee for prevention and redressal of sexual harassment at the workplace, separately for all the branches. The Company has not received any complaint during the financial year ended March 31, 2021. The disclosures in relation The Sexual Harassment of Women at Workplace (Prohibition, Prevention and Redressal) Act, 2013 have also been made in the Corporate Governance Report.

### Deposits

The Company has not accepted any public deposits and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the balance sheet.

### Maintenance of Cost Records

The Company is not required to maintain cost records as per sub-section (1) of Section 148 of the Companies Act, 2013.

### Particulars of Loans, Guarantees and Investments

The particulars of loans, guarantees and investments are disclosed in the financial statements for the year ended March 31, 2021. During the year no security has been provided as per Section 186 of the Companies Act, 2013.

### Vigil Mechanism/Whistle-Blower Policy

Your Company has established a vigil mechanism in compliance with the provisions of Section 177 (9) of the Companies Act, 2013, and Regulation 22 of the Listing Regulations. Your Company has adopted a Whistle-Blower Policy to report unethical/illegal/improper behaviour. Your Company has made employees aware of the Whistle-Blower Policy to enable them to report instances of leak of unpublished price sensitive information.

The said Policy also provides for adequate safeguards against victimisation of persons who use such vigil mechanism and makes provision for direct access to the chairperson of the Audit Committee in exceptional cases. Further, no stakeholders have been denied access to the Audit Committee.

### Composition of the Audit Committee

Your Company has constituted an Audit Committee, the composition of which has been provided in the Corporate Governance Report. During the financial year 2020-21, the Board accepted all the recommendations of the Audit Committee.

### Litigations

There are certain pending cases against your Company which are sub judice in court.

Besides this, the Company has filed an appeal before the Hon'ble Securities Appellate Tribunal (the '**SAT**'), challenging the adjudication order in respect of an adjudication proceeding initiated by SEBI in relation to the credit ratings assigned to one of the Company's customer and the customer's subsidiaries (the '**Impugned Order**') and deposited the penalty amount of Rs. 25 lakh as imposed vide the Impugned Order without prejudice to such appeal.

## Directors' Report

Further, the Securities and Exchange Board of India (SEBI), vide its order dated September 22, 2020, has enhanced the penalty amount to Rs. 1 crore on ICRA under Section 15HB of SEBI Act, 1992. The Company has filed an appeal challenging the SEBI enhancement order before the SAT and has deposited the additional penalty amount of Rs. 75 lakh, without prejudice to the rights and contentions of the Company.

### Covid-19

The first two quarters of FY2020-21 saw a sharp fall in economic activity across sectors – manufacturing as well as services - due to the lockdown imposed by the Central and the State Governments. The subsequent quarters saw a rebound in the economic activity as the lockdown was lifted, supported to some extent by the pent-up demand. Even as the months of January – February 2021 saw a significant normalisation of business activity across India, the sharp rise in infections since March 2021 has led to curbs / lockdown in several States. While the impact of this on the economy is still evolving, there is keenness on the part of the Government to ensure minimum disruption to economic activity while significantly ramping up vaccination efforts.

Rating opportunities in the near term are going to depend, inter alia, on the revival in economic activity, trajectory of interest rates and Government spending to revive manpower intensive sectors that in turn would spur consumption. The fourth quarter of FY2020-21 also saw a renewal of interest amongst private sector companies to invest in expansion pointing towards a revival in investment cycle. This would, however, depend on the access to funding, as lenders as well as investors may continue to be risk averse, except for highly rated credits.

Your Company has considered internal and external information and has performed an analysis based on the current estimates on your Company's capital and financial resources, profitability, liquidity position, assets, internal financial reporting and control, and demand for Company's services. Your Company is of the view that based on its present assessment this situation does not materially impact your Company's capital and financial resources. However, the actual impact of Covid-19 may differ from that estimated due to unforeseen circumstances and your Company will continue to closely monitor any material changes to future economic conditions.

As on date of this Report, there has been no impact on the business due to non-fulfilment of any obligations by any party to existing contracts/agreements, except a few cases which are sub judice.

Your Company extended remote work for all employees across all locations. Your Company has demonstrated its ability to provide seamless delivery of high-quality and timely services to its clients even during the lockdown and with the employees working remotely.

Your Company is monitoring developments across the country and taking all appropriate steps to make the employees' remote work experience as successful and seamless as possible. The Company is also monitoring the health of all employees to be assured of their well-being.

### Acknowledgements

Your Directors acknowledge the cooperation and assistance received from various institutions, Government agencies, members and professionals from different disciplines.

Your Directors also wish to place on record their appreciation of the contribution made by the members of the staff of your Company.

For and on behalf of the Board of Directors

Place: Kasauli  
 Date: May 6, 2021

(Arun Duggal)  
 Chairman  
 DIN: 00024262

## Annexure I

### Information as per Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- (i) **Ratio of the remuneration of each Director to the median remuneration of the Employees of the Company for the financial year 2020-21 and the percentage increase in remuneration of each Director and Key Managerial Personnel during the financial year 2020-21:**

Name of the Director/ Key Managerial Personnel	Designation	Ratio of remuneration of each Director to median remuneration of Employees	Percentage increase in remuneration
Mr. Arun Duggal	Independent Director	1.59:1	Nil
Ms. Ranjana Agarwal	Independent Director	1.27:1	Nil
Ms. Radhika Vijay Haribhakti	Independent Director	1.27:1	Nil
Dr. Min Ye	Non- Executive and Non-Independent Director	Not Applicable <sup>1</sup>	Not Applicable <sup>1</sup>
Mr. Thomas John Keller Jr.*	Non-Executive and Non-Independent Director	Not Applicable <sup>1</sup>	Not Applicable <sup>1</sup>
Mr. David Brent Platt	Non-Executive and Non-Independent	Not Applicable <sup>1</sup>	Not Applicable <sup>1</sup>
Mr. Michael Foley	Non-Executive and Non-Independent	Not Applicable <sup>1</sup>	Not Applicable <sup>1</sup>
Ms. Wendy Huay Huay Cheong**	Additional Director, Non-Executive and Non-Independent	Not Applicable <sup>1</sup>	Not Applicable <sup>1</sup>
Mr. N. Sivaraman***	Managing Director & Group CEO	Not Applicable	Not Applicable
Mr. Amit Kumar Gupta****	General Counsel	Not Applicable	18.93%
Mr. Vipul Agarwal	Group Chief Financial Officer	Not Applicable	(-)8.35%
Mr. S. Shakeb Rahman	Company Secretary	Not Applicable	5.74%

<sup>1</sup>Non-Executive Non-Independent Directors have waived sitting fees and also waived commission payable to them for the financial year 2020-21.

\*Ceased to be a Director with effect from November 6, 2020.

\*\*Appointed an Additional Director, Non- Executive and Non-Independent Director with effect from November 6, 2020.

\*\*\*Appointment is effective from August 10, 2020.

\*\*\*\*Ceased to be a Whole-time Director with effect from February 7, 2021.

- (ii) The percentage increase in the median remuneration of employees for the financial year 2020-21 was 12.2%.
- (iii) The number of permanent employees on the rolls of the Company as of March 31, 2021 was 419.
- (iv) Average percentage increase made in the salaries of employees other than the managerial personnel (including KMP) in the financial year was 14.8%. The increase in the managerial remuneration was not applicable during the period under review, as the managerial personnel were appointed for part of the year. The compensation strategy has taken into account (i) the findings of the compensation benchmarking survey; and (ii) minimise attrition at junior levels and enhance our ability to attract talent.
- (v) The remuneration paid during the financial year 2020-21 is as per the Remuneration Policy of the Company.

For and on behalf of the Board of Directors

Place: Kasauli  
Date: May 6, 2021

(Arun Duggal)  
Chairman  
DIN: 00024262



## Annexure II

### Corporate Governance Report

#### A. Company's Philosophy on Corporate Governance

Good governance encompasses the conduct of the Company's business in an ethical, transparent, fair and equitable manner, with due regard to the interests of the various stakeholders, and the exercise of proper control over the Company's assets and transactions.

#### B. Board of Directors

##### (i) Board Membership Criteria

The members of the Board of Directors of your Company are expected to possess the required expertise, skill and experience to effectively manage and direct your Company so that it can attain its organisational goals. The members are expected to be individuals with vision, leadership qualities and a strategic bent of mind with proven competence and integrity.

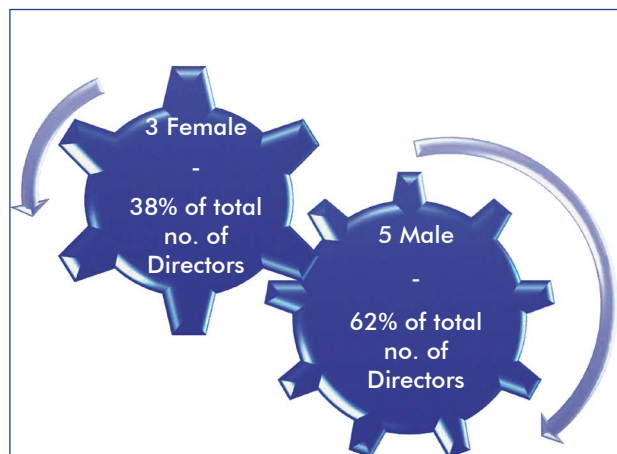
Each member of the Board of Directors of your Company is expected to ensure that his/her personal interest is not in conflict with your Company's interests. Moreover, each member is expected to use his/her professional judgment to maintain both the substance and the appearance of independence and objectivity.

##### (ii) Composition of the Board

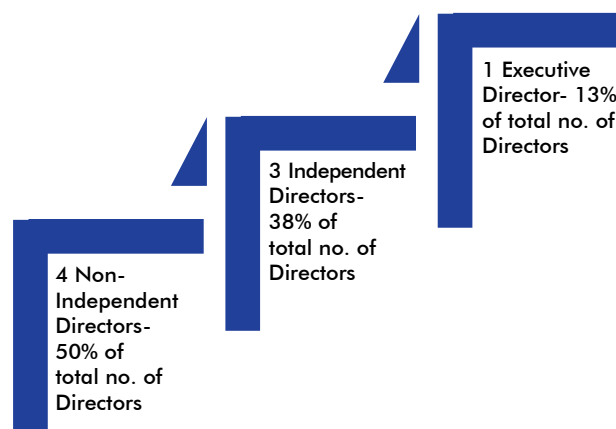
The Board of Directors of your Company has an optimum combination of Executive and Non-Executive Directors with a balanced structure.

As on the date of this report, the Board consists of eight members, one of whom is an Executive Director. Of the seven Non-Executive Directors, including three women Directors, three are Independent Directors and four Non-Executive Non-Independent Directors, including one Additional Director, who seeks regularisation in the ensuing Annual General Meeting. The Chairman of the Board is a Non-Executive and Independent Director. Your Company believes in a balanced governance structure with the separation of the posts of a chairperson and a chief executive officer. Your Company acknowledges that while all directors have equal fiduciary responsibilities, appointing a Non-Executive and Independent Director as Chairman of the Board facilitates better engagement of, and by, the Independent Directors on the Board. The number of Non-Executive Directors is more than 50% of the total number of Directors.

#### Board's Diversity



#### Board's Composition



## Corporate Governance Report

In compliance with Regulation 17A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), none of the Directors of your Company are serving in more than seven listed entities and none of the Independent Directors of your Company serve as Independent Director in more than seven listed entities. It also specifies that the Managing Director or Whole-time Director in any listed entity, would not serve as an Independent Director in more than three listed entities. The Managing Director of your Company does not serve as an Independent Director in any listed entity.

None of the Directors on the Board of your Company are members of more than ten committees or chairpersons of more than five committees, considering all the companies in which they are named directors - in compliance with Regulation 26(1) of the Listing Regulations.

The composition of the Board as on the date of this report and the other directorships (inclusive of Board committee assignments with respect to the Company and other companies) held, as on the date of this report by each of the Directors, is set out in the following table:

Name of Director	Category of Director	Relationship with Other Directors inter se	Directorship in Other Companies <sup>2</sup>	No. of Board Committee(s) of which he/she is a Member <sup>3</sup>	No. of Board Committee(s) of which he/she is Chairman <sup>3</sup>	Directorship in Other Companies (Category)
Mr. Arun Duggal DIN: 00024262	Chairman Non-Executive Independent Director	None	4	3	1	<ul style="list-style-type: none"> <li>ITC Limited (Non-Executive Independent Director)</li> <li>Jubilant Pharma Limited, Singapore (Non-Executive Independent Director)</li> <li>Star Health and Allied Insurance Company Limited (Nominee Director)</li> <li>IIT Delhi Endowment Management Foundation (Director)</li> </ul>
Ms. Ranjana Agarwal DIN: 03340032	Non-Executive Independent Director	None	7	6	1	<ul style="list-style-type: none"> <li>Indo Rama Synthetics (India) Limited (Non-Executive Independent Director)</li> <li>ICRA Analytics Limited (Non-Executive Independent Director)</li> <li>Joyville Shapoorji Housing Private Limited (Non-Executive Independent Director)</li> <li>KDDL Limited (Non-Executive Independent Director)</li> <li>RBL Bank Limited (Non-Executive Independent Director)</li> <li>Ugro Capital Limited (Non-Executive Independent Director)</li> <li>PNB MetLife India Insurance Company Limited (Non-Executive Independent Director)</li> </ul>

## Corporate Governance Report

Name of Director	Category of Director	Relationship with Other Directors inter se	Directorship in Other Companies <sup>2</sup>	No. of Board Committee(s) of which he/she is a Member <sup>3</sup>	No. of Board Committee(s) of which he/she is Chairman <sup>3</sup>	Directorship in Other Companies (Category)
Ms. Radhika Vijay Haribhakti DIN: 02409519	Non-Executive Independent Director	None	3	3	2	<ul style="list-style-type: none"> <li>• EIH Associated Hotels Limited (Non-Executive Independent Director)</li> <li>• Navin Fluorine International Limited (Non-Executive Independent Director)</li> <li>• Rain Industries Limited (Non-Executive Independent Director)</li> </ul>
Dr. Min Ye DIN: 06552282	Non-Executive Non-Independent Director	None	7	None	None	<ul style="list-style-type: none"> <li>• China Cheng Xin International Credit Rating Co., Limited (Director)</li> <li>• Korea Investors Service, Inc. (Director)</li> <li>• Moody's Asia Pacific Limited (Director)</li> <li>• Moody's China (B.V.I.) Limited (Director)</li> <li>• Moody's Investors Service (Beijing), Limited (Director)</li> <li>• Moody's (China) Limited (Director)</li> <li>• Mioying Holdings Inc. (Director)</li> </ul>
Mr. David Brent Platt DIN:08424532	Non-Executive Non-Independent Director	None	4	None	None	<ul style="list-style-type: none"> <li>• Moody's Risk Assessments, Inc. (Sole Director &amp; President)</li> <li>• Moody's Risk Assessment Holdings, LLC (President)</li> <li>• Moody's Holdings NL B.V. (Director)</li> <li>• Moody's Group NL B.V. (Director)</li> </ul>
Mr. Michael Foley DIN:08583960	Non-Executive Non-Independent Director	None	1	None	1	<ul style="list-style-type: none"> <li>• Moody's Singapore Pte Ltd (Director)</li> </ul>

## Corporate Governance Report

Name of Director	Category of Director	Relationship with Other Directors inter se	Directorship in Other Companies <sup>2</sup>	No. of Board Committee(s) of which he/she is a Member <sup>3</sup>	No. of Board Committee(s) of which he/she is Chairman <sup>3</sup>	Directorship in Other Companies (Category)
Ms. Wendy Huay Huay Cheong <sup>1</sup> DIN: 08927070	Additional Director, Non-Executive Non-Independent Director	None	14	1	None	<ul style="list-style-type: none"> <li>Moody's Credit Ratings (China) Limited (Director)</li> <li>Korea Investors Service, Inc. (Director)</li> <li>Moody's Investors Service Hong Kong Limited (Director)</li> <li>Moody's Investors Service Pty Limited (Director)</li> <li>Moody's (Japan) K.K. (Director)</li> <li>Moody's SF Japan K.K. (Director)</li> <li>Moody's Group Australia Pty Ltd (Director)</li> <li>Moody's China (BVI) Limited (Director)</li> <li>Moody's Asia Pacific Limited (Director)</li> <li>Moody's Company Hong Kong Limited (Director)</li> <li>Moody's Singapore Pte Ltd (Director)</li> <li>Moody's Investors Service (Korea) Inc. (Director)</li> <li>Moody's Investors Service Singapore Pte. Ltd. (Director)</li> <li>Malaysian Rating Corporation Berhad (Director)</li> </ul>
Mr. N. Sivaraman <sup>4</sup> DIN: 00001747	Managing Director & Group CEO	None	4	2	None	<ul style="list-style-type: none"> <li>ICRA Analytics Limited (Non-Executive Chairman)</li> <li>Ascentios Advisors Private Limited (Non-executive Director)</li> <li>PGIM India Trustees Private Limited (Non-executive Director)</li> <li>Shiva Pharmachem Limited (Non-executive Director)</li> </ul>

**Notes:**

<sup>1</sup>Ms. Wendy Huay Huay Cheong was appointed as an Additional Director with effect from November 6, 2020.

<sup>2</sup>Including private companies and foreign companies.

<sup>3</sup>Including membership/chairmanship only of the Audit Committee(s) and Stakeholders Relationship Committee(s).

<sup>4</sup>Mr. N. Sivaraman was appointed as Managing Director & Group CEO with effect from August 10, 2020.

None of the Directors of your Company was holding any shares of your Company as on March 31, 2021.

### (iii) Board Meetings/Annual General Meeting

During the year 2020-21, the Board of Directors of your Company met eight times – on May 22, 2020, June 25, 2020, July 14, 2020, July 28, 2020, August 27, 2020, November 5, 2020, November 24, 2020 and February 4, 2021. The agenda papers, along with the explanatory notes for the Board meetings, were sent in advance to the Directors. At some instances, documents were presented at the meeting and presentations were also made by the respective executives to the meeting on matters within their respective functional areas or areas of expertise. Due to the Covid-19 pandemic, all meetings of the Board of Directors throughout the year were held through video conferencing ('VC') or other audio-visual means ('OAVM'), pursuant

## Corporate Governance Report

to the amendments made by the Ministry of Corporate Affairs ('MCA') from time to time. Adequate safeguards on security and confidentiality of discussions were ensured and all procedures stipulated under the Secretarial Standards and other legal requirements were complied with in the conduct of these meetings.

In compliance with the General Circular No. 20/2020 dated May 5, 2020, issued by the MCA, the previous Annual General Meeting was held through VC on September 23, 2020. Details regarding the attendance of Directors at the Board meetings and the Annual General Meeting held during the year 2020-21 are presented in the following table.

Name of the Director	Attended the last AGM held on September 23, 2020	Board Meetings								% of attendance	No. of meetings attended through video/audio conferencing
		No. (1) May 22, 2020	No. (2) June 25, 2020	No. (3) July 14, 2020	No. (4) July 28, 2020	No. (5) August 27, 2020	No. (6) November 5, 2020	No. (7) November 24, 2020	No. (8) February 4, 2021		
Mr. Arun Duggal	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	100%	8/8
Ms. Ranjana Agarwal	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	100%	8/8
Ms. Radhika V. Haribhakti	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	100%	8/8
Dr. Min Ye	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	100%	8/8
Mr. David Brent Platt	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	100%	8/8
Mr. Michael Foley	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	100%	8/8
Ms. Wendy Huay Huay Cheong <sup>1</sup>	NA	NA	NA	NA	NA	NA	NA	Yes	Yes	100%	2/2
Mr. N. Sivaraman <sup>2</sup>	Yes	NA	NA	NA	NA	Yes	Yes	Yes	Yes	100%	4/4
Mr. Thomas John Keller Jr. <sup>3</sup>	Yes	Yes	Yes	Yes	Yes	Yes	Yes	NA	NA	100%	6/6
Mr. Amit Kumar Gupta <sup>4</sup>	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	100%	8/8

<sup>1</sup>Ms. Wendy Huay Huay Cheong was appointed as an Additional Director with effect from November 6, 2020.

<sup>2</sup>Mr. N. Sivaraman was appointed as a Managing Director and Group CEO with effect from August 10, 2020.

<sup>3</sup>Mr. Thomas John Keller Jr. ceased to be a Director with effect from November 6, 2020.

<sup>4</sup>Mr. Amit Kumar Gupta ceased to be a Director with effect from February 7, 2021.

Not applicable: NA

### Capacity of Board Member

**Independent**

**Non-independent – Non-Executive/Executive**

The necessary quorum was present at all the meetings.

### (iv) Membership Term and Retirement Policy

As per the provisions of the Companies Act, 2013, at every Annual General Meeting, one-third of such a number of the Directors for the time being, as are liable to retire by rotation, or, if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office. As on the date of this report, there are three Directors on the Board of your Company whose office is liable to retire by rotation.

The Directors to retire by rotation at every Annual General Meeting would be those who have been in office for the longest period, since their last appointment, but between people who became a Director on the same day, those who are to retire would (unless they otherwise agree among themselves) be determined by lots. A retiring Director shall be eligible for a re-election.

## Corporate Governance Report

### (v) Code of Conduct

The Board of Directors has prescribed a Code of Conduct for all members of the Board and the Senior Management of your Company. This Code of Conduct has been uploaded on the website of the Company at:

<https://www.icra.in/RegulatoryDisclosure/ShowCodePolicyReport/12>

All the members of the Board and the Senior Management personnel of your Company have affirmed their compliance with the Code of Conduct for the year ended March 31, 2021.

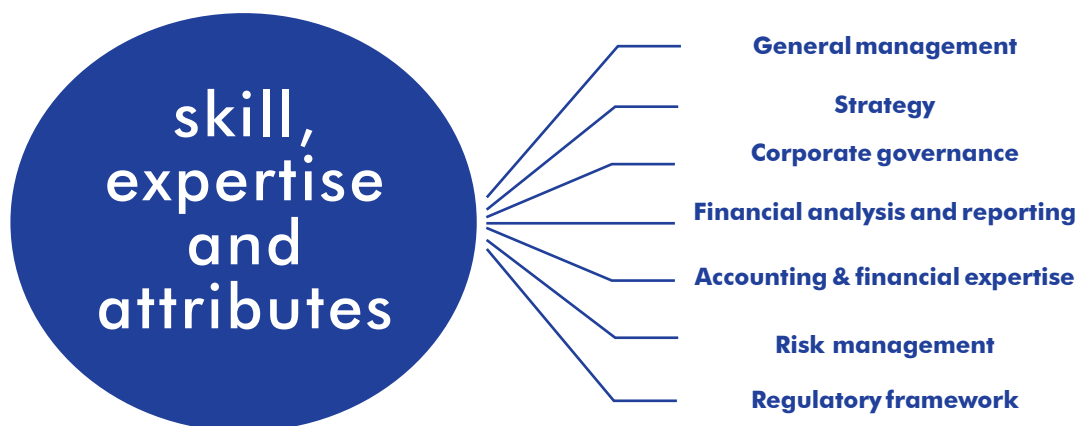
### (vi) Familiarisation Programme for Independent Directors

In compliance with the Listing Regulations, your Company conducts a familiarisation programme for Independent Directors in which the Managing Director and the executives of ICRA and Group ICRA entities apprise the Independent Directors of the Company's business model, the nature of the industry in which they operate, and their business environment, performance trends, operating/competitive issues and plans. The Company encourages Independent Directors to attend relevant external training programmes. At various Board/committee meetings, presentations are made to the Board/committee by external experts and/or a senior management of your Company on topics such as Indian economy, debt markets, global regulatory environments, and changes in the regulatory environment applicable to the Company and to the industry in which it operates. The details of the familiarisation programme have been disclosed on the website of the Company at:

[https://www.icra.in/InvestorRelation/ShowCorpGovernanceReport/?Id=17&Title=Corporate%20Governance&Report=Familiarisation%20Programme\\_FY%202020-21.pdf](https://www.icra.in/InvestorRelation/ShowCorpGovernanceReport/?Id=17&Title=Corporate%20Governance&Report=Familiarisation%20Programme_FY%202020-21.pdf)

### (vii) Skills, expertise and competence of the Board of Directors

The Board of Directors of your Company comprises professionals who bring to the fore a vast range of skills and experience from various sectors, which enhance the governance framework and the Board's decision-making. The Board is satisfied that the current composition reflects an appropriate mix of knowledge, skills, experience, diversity and competence required for the Board to function effectively. The Board has identified the below mentioned skills, expertise and attributes in the context of the Company's business and activities:





## Corporate Governance Report

The Board of Directors who have such skills, expertise and competence are:

Name of the Director	General Management	Strategy	Corporate Governance	Financial Analysis and Reporting	Accounting & Financial Reporting	Risk Management	Regulatory Framework
Mr. Arun Duggal	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Ms. Radhika Vijay Haribhakti	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Ms. Ranjana Agarwal	Yes		Yes	Yes	Yes	Yes	Yes
Dr. Min Ye	Yes	Yes	Yes	Yes	Yes	Yes	
Mr. David Brent Platt	Yes	Yes	Yes	Yes	Yes	Yes	
Mr. Michael Foley	Yes	Yes	Yes	Yes		Yes	Yes
Ms. Wendy Huay Huay Cheong	Yes	Yes	Yes		Yes		
Mr. N. Sivaraman	Yes	Yes	Yes	Yes	Yes	Yes	

### (viii) Independent Directors

In the opinion of the Board of Directors of your Company, the Independent Directors of the Company fulfil the conditions specified in the Listing Regulations and are independent of the management.

### C. Board Committees

In compliance with the requirements under the Companies Act, 2013, the Listing Regulations, and other applicable laws, the Board has constituted the following committees of the Board. The committees meet as often as necessary, subject to the minimum number and frequency stipulated by the Board of Directors or as prescribed under the Companies Act, 2013, and the Listing Regulations.



## Corporate Governance Report

The following table presents the composition of the various committees as on March 31, 2021 and the number of meetings held by each committee during the financial year 2020-21.

Committees	Composition	Chairperson's classification	% of Independent members	No. of meetings held
Audit Committee	<ul style="list-style-type: none"> <li>Ms. Ranjana Agarwal, Chairperson</li> <li>Ms. Radhika Vijay Haribhakti</li> <li>Mr. Arun Duggal</li> <li>Ms. Wendy Huay Huay Cheong</li> </ul>	ID	75%	6
Corporate Social Responsibility Committee	<ul style="list-style-type: none"> <li>Ms. Ranjana Agarwal, Chairperson</li> <li>Mr. David Brent Platt</li> <li>Mr. Michael Foley</li> <li>Mr. N. Sivaraman</li> </ul>	ID	25%	2
Nomination and Remuneration Committee	<ul style="list-style-type: none"> <li>Ms. Radhika Vijay Haribhakti, Chairperson</li> <li>Ms. Ranjana Agarwal</li> <li>Dr. Min Ye</li> <li>Ms. Wendy Huay Huay Cheong</li> </ul>	ID	50%	7
Rating Sub-Committee	<ul style="list-style-type: none"> <li>Mr. Michael Foley, Chairman</li> <li>Mr. Arun Duggal</li> <li>Dr. Min Ye</li> </ul>	NED	33.33%	5
Risk Management Committee	<ul style="list-style-type: none"> <li>Mr. David Brent Platt, Chairman</li> <li>Ms. Ranjana Agarwal</li> <li>Ms. Radhika Vijay Haribhakti</li> <li>Mr. Michael Foley</li> <li>Mr. N. Sivaraman</li> </ul>	NED	40%	2
Stakeholders' Relationship Committee	<ul style="list-style-type: none"> <li>Mr. Michael Foley, Chairman</li> <li>Ms. Ranjana Agarwal</li> <li>Mr. Arun Duggal</li> <li>Mr. N. Sivaraman</li> </ul>	NED	50%	1
Strategy Committee	<ul style="list-style-type: none"> <li>Ms. Wendy Huay Huay Cheong, Chairman</li> <li>Dr. Min Ye</li> <li>Mr. David Brent Platt</li> <li>Mr. N. Sivaraman</li> </ul>	NED	0%	1

ID-Independent Director

NED-Non-Executive Director

NA-Not Applicable

### Audit Committee

The Audit Committee consists of four Non-Executive Directors, three of whom are Independent Directors. The Chairperson of the committee, Ms. Ranjana Agarwal, is an Independent Director.

The terms of reference of the Audit Committee include:

#### A. Powers of Audit Committee

1. To investigate any activity within its terms of reference
2. To seek information from any employee
3. To obtain outside legal or other professional advice

## Corporate Governance Report

4. To secure attendance of outsiders with relevant expertise, if it considers that necessary

### **B. Role of Audit Committee**

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approve the payment to statutory auditors for any other services rendered by the statutory auditors;
4. Review, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Act;
  - b. Changes, if any, in accounting policies and practices and reasons for the same;
  - c. Major accounting entries involving estimates based on the exercise of judgment by management;
  - d. Significant adjustments made in the financial statements arising out of audit findings;
  - e. Compliance with listing and other legal requirements relating to financial statements;
  - f. Disclosure of any related party transactions; and
  - g. Modified opinion(s) in the draft audit report.
5. Review, with the management, the quarterly financial statements before submission to the Board for approval;
6. Review, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and make appropriate recommendations to the Board to take steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of the audit process;
8. Approve or subsequently modify any transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluate the internal financial controls and risk management systems;
12. Review, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discuss with internal auditors of any significant findings and follow up thereon;
15. Review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
16. Discuss with statutory auditors before the audit commences, about the nature and scope of audit, as well as post-audit discussions to ascertain any area of concern;
17. Look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. Review the functioning of the whistle-blower mechanism;
19. Approve the appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;

## Corporate Governance Report

20. Attend, through the Chairman, the Annual General Meeting of the Company, to answer shareholders' queries;
21. Review the utilisation of loans and/or advances from/investment by the Company in the subsidiary exceeding Rs. 100 Crore or 10% of the asset size of the subsidiary, whichever is lower, including existing loans/ advances/investments existing as on the date of coming into force of this provision i.e., April 1, 2019;
22. Carry out any other function as is mentioned in terms of reference of the Committee.

### C. Review of Information by Audit Committee

The Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management;
3. Management letters/letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses;
5. The terms of appointment, including remuneration, and removal of the chief internal auditor; and
6. Statement of deviations:
  - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the Listing Regulations
  - (b) annual statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the Listing Regulations

The Audit Committee met six times during the year 2020-21: on June 25, 2020, July 14, 2020, July 28, 2020, August 27, 2020, November 5, 2020 and February 4, 2021. Due to the Covid-19 pandemic, all meetings of the Audit Committee throughout the year were held through video conferencing or other audio-visual means (VC/OAVM). The following table presents, besides the composition of the Audit Committee as on March 31, 2021, the details of attendance at the meetings held during the financial year 2020-21.

Composition of Audit Committee			Audit Committee Meetings						% of attendance	No. of meetings attended through video/audio conferencing
Name of the Director	Category	Position	No. (1) June 25, 2020	No. (2) July 14, 2020	No. (3) July 28, 2020	No. (4) August 27, 2020	No. (5) November 5, 2020	No. (6) February 4, 2021		
Ms. Ranjana Agarwal	Non-Executive Independent Director	Chairperson	Yes	Yes	Yes	Yes	Yes	Yes	100%	6/6
Mr. Arun Duggal	Chairman, Non-Executive Independent Director	Member	Yes	Yes	Yes	Yes	Yes	Yes	100%	6/6
Ms. Radhika Vijay Haribhakti	Non-Executive Independent Director	Member	Yes	Yes	Yes	Yes	Yes	Yes	100%	6/6
Dr. Min Ye <sup>1</sup>	Non-Executive Non-Independent Director	Member	Yes	Yes	Yes	Yes	Yes	NA	100%	5/5
Ms. Wendy Huay Huay Cheong <sup>2</sup>	Additional Director, Non-Executive Non-Independent Director	Member	NA	NA	NA	NA	NA	Yes	100%	1/1

<sup>1</sup>Dr. Min Ye ceased to be a member with effect from November 25, 2020.

<sup>2</sup>Ms. Wendy Huay Huay Cheong was appointed as a member with effect from November 25, 2020.

Not applicable: NA

The necessary quorum was present at all the meetings.

The Company Secretary of your Company is the Secretary to the Audit Committee.

The Statutory and Internal Auditors of the Company are invitees to the Audit Committee meetings.

The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company held on September 23, 2020.

## Corporate Governance Report

### Corporate Social Responsibility Committee

Your Company has constituted the Corporate Social Responsibility (CSR) Committee to comply with the requirements under Section 135 (1) of the Companies Act, 2013. The CSR Committee is headed by Ms. Ranjana Agarwal, Independent Director.

The terms of reference of the CSR Committee include:

- recommend projects to be undertaken as well as allocation of funds to the Board
- recommend the amount of expenditure to be incurred on the activities referred to in corporate social responsibility policy
- submit an annual report on corporate social responsibility to the Board
- monitor the implementation of corporate social responsibility policy from time to time and set up a transparent monitoring mechanism in relation to the same
- conduct an impact analysis once in two years and report the same to the Board
- review the CSR policy annually and recommend any proposed changes to the Board for approval
- review and assess the adequacy of the Charter for the Committee periodically, and recommend appropriate changes to the Charter to the Board for approval

During the year 2020-21, the CSR Committee met twice: June 23, 2020 and February 3, 2021. Due to the pandemic, all meetings of the Corporate Social Responsibility Committee throughout the year were held through video conferencing or other audio-visual means (VC/OAVM).

The following table presents the composition of the CSR Committee as on March 31, 2021 and the details of attendance at the CSR Committee meeting held during the year 2020-21.

Composition of Corporate Social Responsibility Committee			Corporate Social Responsibility Committee Meetings		% of attendance	No. of meetings attended through video/audio conferencing
Name of the Director	Category	Position	No. (1) June 23, 2020	No. (2) February 3, 2021		
Ms. Ranjana Agarwal	Non-Executive Independent Director	Chairperson	Yes	Yes	100%	2/2
Mr. David Brent Platt	Non-Executive Non-Independent Director	Member	Yes	Yes	100%	2/2
Mr. Michael Foley	Non-Executive Non-Independent Director	Member	Yes	Yes	100%	2/2
Mr. N. Sivaraman <sup>1</sup>	Executive Director	Member	NA	Yes	100%	1/1

<sup>1</sup>Mr. N. Sivaraman was appointed as member with effect from August 28, 2020.

Not applicable: NA

The necessary quorum was present at all the meetings. The Company Secretary of your Company is the Secretary to the CSR Committee.

## Corporate Governance Report

### Nomination and Remuneration Committee

The Board of Directors of your Company has formed the Nomination and Remuneration Committee, headed by Ms. Radhika Vijay Haribhakti, Independent Director.

The Nomination and Remuneration Committee consists of four Non-Executive Directors, two of whom are Independent Directors. The Chairperson of the Committee, Ms. Radhika Vijay Haribhakti, is an Independent Director.

The terms of reference of the Nomination and Remuneration Committee include:

- a) identify persons who are qualified to become Directors and who can be appointed in senior management and recommend to the Board their appointment and removal
- b) recommend to the Board the policy relating to remuneration for the Directors, Key Managerial Personnel and other employees ensuring that:
  - (i) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully
  - (ii) the relationship of remuneration to performance is clear and meets appropriate performance benchmarks, and
  - (iii) the remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals
- c) recommend to the Board all remuneration, in whatever form, payable to senior management
- d) review the Company's succession plan on an annual basis and recommend to the Board for approval
- e) formulate the criteria for evaluation of Independent Directors and the Board
- f) specify the manner for effective evaluation of performance of the Board, its committees and individual Directors to be carried out either by the Board, by the Committee or by any an independent external agency and review its implementation and compliance
- g) devise the policy on Board diversity
- h) formulate the criteria for determining qualifications, positive attributes and independence of a Director
- i) attend through the chairperson, the general meeting of the Company to answer shareholders' queries
- j) formulate detailed terms and conditions of any employee stock option scheme in terms of the Securities and Exchange Board of India (Share-based Employee Benefits) Regulations, 2014, and other applicable laws
- k) determine the eligibility of an employee for participation under any employee stock option scheme and grant options thereunder based on, *inter alia*, the following criteria:
  - (i) Performance of the employee in contributing to business results, organisational strength and market position of the Company
  - (ii) Employee's potential and criticality to the role(s) assigned
  - (iii) Level in the Company/Subsidiary, and
  - (iv) Any other criteria that may be determined by the Committee from time to time.
- l) determine the quantum of options to be granted under any employee stock option scheme per employee and in aggregate
- m) determine the number of shares to be covered by each such option granted under any employee stock option scheme
- n) approve forms of agreement for use under any employee stock option scheme
- o) establish and administer terms, conditions, performance criteria, restrictions, limitations, exercise period, forfeiture or vesting or exercise schedule and other provisions of or relating to any option granted under any employee stock option scheme, including conditions for lapse of options and to specify and determine such additional terms, conditions and restrictions not inconsistent with the terms of any employee stock option scheme and/or any options as may be deemed necessary or appropriate to ensure compliance with the applicable laws



## Corporate Governance Report

- p) grant waiver of and variations in the terms, conditions, restrictions and limitations under any employee stock option scheme and amend or adjust the terms and conditions of any option outstanding thereunder, correct any errors, supply any omissions or reconcile any inconsistencies in any employee stock option scheme, any employee stock option agreement or any other instrument relating to any options granted pursuant to any employee stock option scheme.
- q) formulate the conditions under which any options granted pursuant to any employee stock option scheme that have vested in employees may lapse in case of termination of employment for misconduct
- r) construe and interpret any ambiguous provisions/terms of any employee stock option scheme, any employee stock option agreement and any other instrument relating to any options and decide all questions relating thereto
- s) appoint such agents as it shall deem appropriate for the proper administration of any employee stock option scheme
- t) frame suitable policies and systems to ensure that there is no violation of the applicable laws including the SEBI (Prohibition of Insider Trading) Regulations, 2015, and the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, by any employee
- u) make any other determination and take any other action that it or the Board may deem necessary or desirable for the administration of any employee stock option scheme including the actions required under the regulations framed by SEBI and other applicable laws
- v) Review and assess the adequacy of the Charter for the Committee periodically and recommend appropriate changes to the Charter to the Board for approval

The Nomination and Remuneration Committee met seven times during the year 2020-21: on May 22, 2020, June 25, 2020, July 28, 2020, August 27, 2020, November 5, 2020, November 24, 2020 and February 4, 2021. Due to COVID-19 pandemic, all meetings of the Committee, throughout the year were held through video conferencing or other audio-visual means (VC/OAVM).

The following table presents the composition of the Nomination and Remuneration Committee as on March 31, 2021 and the details of attendance at the meetings held during the financial year 2020-21.

Composition of Nomination and Remuneration Committee			Nomination and Remuneration Committee Meetings							% of attendance	No. of meetings attended through video/audio conferencing
Name of the Director	Category	Position	No. (1) May 22, 2020	No. (2) June 25, 2020	No. (3) July 28, 2020	No. (4) August 27, 2020	No. (5) November 5, 2020	No. (6) November 24, 2020	No. (7) February 4, 2021		
Ms. Radhika Vijay Haribhakti	Non-Executive Independent Director	Chairperson	Yes	Yes	Yes	Yes	Yes	Yes	Yes	100%	7/7
Ms. Ranjana Agarwal	Non-Executive Independent Director	Member	Yes	Yes	Yes	Yes	Yes	Yes	Yes	100%	7/7
Dr. Min Ye	Non-Executive Non-Independent Director	Member	Yes	Yes	Yes	Yes	Yes	Yes	Yes	100%	7/7
Ms. Wendy Huay Huay Cheong <sup>1</sup>	Additional Director, Non-Executive Non-Independent Director	Member	NA	NA	NA	NA	NA	NA	Yes	100%	1/1

<sup>1</sup>Ms. Wendy Huay Huay Cheong appointed as member with effect from November 25, 2020.

Not applicable: NA

## Corporate Governance Report

The necessary quorum was present at all the meetings.

The Company Secretary of your Company is the Secretary to the Nomination and Remuneration Committee.

The Chairperson of the Nomination and Remuneration Committee was present at the last Annual General Meeting of the Company held on September 23, 2020.

### Performance Evaluation Criteria for Independent Directors

The Board of Directors of your Company, based on the recommendations of the Nomination and Remuneration Committee of your Company, has laid down the criteria for performance evaluation of Independent Directors, which covers the areas relevant to their functioning as Independent Directors of the Company.

### Remuneration Policy

The Board of Directors of your Company, based on the recommendation of the Nomination and Remuneration Committee, has devised a Remuneration Policy designed to attract, motivate, improve productivity and retain valuable talent, by creating a congenial work environment, encouraging initiatives, personal growth and team work, and inculcating a sense of belonging and involvement. The Remuneration Policy shall act as a guideline for determining, *inter alia*, the qualifications, positive attributes and independence of a Director, and matters relating to the remuneration, appointment, removal and evaluation of performance of Directors, key managerial personnel, senior management and other employees. The Remuneration Policy has been uploaded on the website of your Company at: [https://www.icra.in/InvestorRelation/ShowCorpGovernanceReport/?Id=39&Title=Corporate%20Governance&Report=ICRA%20Remuneration%20Policy\\_July%2028,%202020.pdf](https://www.icra.in/InvestorRelation/ShowCorpGovernanceReport/?Id=39&Title=Corporate%20Governance&Report=ICRA%20Remuneration%20Policy_July%2028,%202020.pdf)

### Executive Directors

During the year 2020-21, your Company paid remuneration to its Executive Directors within the limits envisaged under the applicable provisions of the Companies Act, 2013 and the rules made thereunder. The remuneration mix for the Executive Directors shall be as per their terms of appointments approved by the members of the Company, which shall include fixed pay, deferred pay and perquisites.

### Remuneration Paid/Payable to Executive Director/erstwhile Executive Director for the year ended March 31, 2021

(in Rupees lakh)

Name	Mr. N. Sivaraman <sup>1</sup>	Mr. Amit Kumar Gupta <sup>2</sup>
Designation	Managing Director & Group CEO	Whole-time Director and General Counsel
Salary	86.57	27.35
Allowances	142.62	47.91
Variable Pay	105.78*	20.58
Perquisites	Nil	0.21
Provident Fund Contribution	10.39	3.28
Gratuity	@	@
Compensated absences	@	1.14
Total Remuneration	345.36	100.47
Appointment Valid Till	August 9, 2023	February 6, 2021
Notice Period	Three months	One month
Severance Pay	Three months basic salary and allowances, but excluding perquisites and annual bonus, in lieu of notice by him or the Company.	-
No. of Stock Options Granted During the Year	Nil	Nil

<sup>1</sup>Mr. N. Sivaraman was appointed as Managing Director & Group CEO with effect from August 10, 2020.

<sup>2</sup>Mr. Amit Kumar Gupta ceased to be a Whole-time Director with effect from February 7, 2021.

\*Provision

©As the liabilities for gratuity and compensated absences are provided on an actuarial basis for the Company as a whole, the amounts pertaining to that are not included above.

# Corporate Governance Report

## Non-Executive Directors

### Remuneration for Independent Directors

The Independent Directors receive remuneration by way of fees for attending meetings of Board or Committee thereof, as recommended by the Committee and approved by the Board from time to time, subject to the limit defined under the Companies Act, 2013 and rules made thereunder.

The Independent Directors are also paid remuneration by way of commission as recommended by the Committee and as approved by the Board of Directors within the limit specified by the members and computed in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

Save as set out above, the Independent Directors shall not be entitled to any other form of remuneration from the Company.

### Remuneration for Non-Executive, Non-Independent Directors (Including Nominee Directors)

The Non-Executive, Non-Independent Directors will be paid remuneration by way of a sitting fee for each meeting attended of the Board or of a Board committee, as recommended by the Committee and as approved by the Board of Directors within the limit specified under the Companies Act, 2013 and the rules made thereunder. The Non-Executive Directors may also be paid a remuneration by way of certain share of the net profit, as recommended by the Committee and as approved by the Board of Directors within the limit specified by the members and computed in accordance with the applicable provisions of the Companies Act, 2013, and the rules made thereunder.

### Sitting fees and commission paid to Non-Executive Directors including Independent and Non-Independent Directors during the year 2020-21

(in Rs. Lakh)

Name of Director	Sitting Fee paid	Commission paid
Mr. Arun Duggal	15.75	25.00
Ms. Ranjana Agarwal	20.25	20.00
Ms. Radhika Vijay Haribhakti	18.00	20.00
Dr. Min Ye	Nil*	Nil*
Mr. Thomas John Keller Jr. <sup>1</sup>	Nil*	Nil*
Mr. David Brent Platt	Nil*	Nil*
Mr. Michael Foley	Nil*	Nil*
Ms. Wendy Huay Huay Cheong <sup>2</sup>	Nil*	Nil*

\*Non-Executive Non-Independent Directors have waived sitting fee and commission payable to them for the financial year 2020-21.

<sup>1</sup>Mr. Thomas John Keller Jr. ceased to be a Director with effect from November 6, 2020.

<sup>2</sup>Ms. Wendy Huay Huay Cheong was appointed as an Additional Director with effect from November 6, 2020.

Except for your Company's Executive Director, who is entitled to statutory benefits upon cessation of his employment with your Company, no other Director is entitled to any benefit upon cessation of his/her association with your Company.

## Corporate Governance Report

### Ratings Sub-Committee

The Board of Directors of your Company has formed the Ratings Sub-Committee, headed by Mr. Michael Foley, Non-Executive Director.

The terms of reference of the Ratings Sub-Committee include:

- i. Reviewing ratings activity which could include, for example, instances of default by rated issuers or issuances, instances of rapid rating migration, rating performance measures and metrics, assessments of contagion and correlation risk, and comparative market views (including other credit rating agencies);
- ii. Reviewing reports on the effectiveness of ICRA's policies and procedures for determining credit ratings, and the effectiveness of internal controls as they relate to the credit rating process;
- iii. Reviewing the process for developing, vetting, and approving methodologies and analytical methods, including quantitative data and models, that ICRA uses to determine credit ratings;
- iv. Reviewing the establishment, maintenance, and enforcement of ICRA's policies and procedures to address, manage, and disclose any conflicts of interest;
- v. Reviewing, with the management, report of external audit of rating process;
- vi. Reviewing reports and findings from the credit policy function;
- vii. Reviewing the compensation and promotion policies of ICRA to assess consistency with commercial/analytic separation and rating quality objectives;
- viii. Reviewing the reports submitted by the chairperson(s) of each rating committee on an annual basis which would, *inter alia*, include:
  - a. Ratings assigned by the rating committees
  - b. Sharp changes in ratings
- ix. Reviewing and assessing the adequacy of the Charter for the Ratings Sub-Committee periodically and recommending appropriate changes to the Charter to the Board for approval;
- x. Reviewing, addressing and considering any other matters pursuant to any legal/regulatory requirement.

The Committee shall not certify, clear and/or approve any ratings/rating decisions. This will remain a responsibility of rating committees. However, the Committee, including its authorised participants/attendees, if any, as may be deemed necessary by the Committee, may in compliance with applicable law and the Company's codes and policies, seek and/receive information, including unpublished price sensitive information, about a specific individual rating, if the same (i) is necessary for discharging its responsibilities as per the terms of reference of this Committee; or (ii) is pursuant to any legal/regulatory requirement.

The Ratings Sub-Committee met five times during the year 2020-21 on June 23, 2020, August 27, 2020, November 5, 2020, November 24, 2020 and February 3, 2021. Due to the Covid-19 pandemic, all meetings of the Committee, throughout the year were held through video conferencing or other audio-visual means (VC/OAVM).

The following table presents the composition of the Ratings Sub-Committee as on March 31, 2021 and the details of attendance at the Committee meeting held during the year 2020-21.

## Corporate Governance Report

Composition of Ratings Sub - Committee			Ratings Sub - Committee Meetings					% of attendance	No. of meetings attended through video/audio conferencing
Name of the Director	Category	Position	No. (1) June 23, 2020	No. (2) August 27, 2020	No. (3) November 5, 2020	No. (4) November 24, 2020	No. (5) February 3, 2021		
Mr. Michael Foley	Non-Executive Non-Independent Director	Chairman	Yes	Yes	Yes	Yes	Yes	100%	5/5
Mr. Arun Duggal	Non-Executive Independent Director	Member	Yes	Yes	Yes	Yes	Yes	100%	5/5
Dr. Min Ye	Non-Executive Non-Independent Director	Member	Yes	Yes	Yes	Yes	Yes	100%	5/5

### Risk Management Committee

The Board of Directors of your Company has formed a Risk Management Committee, headed by Mr. David Brent Platt, Non-Executive Director.

The Risk Management Committee consists of five Non-Executive Directors, two of whom are Independent Directors.

The terms of reference of the Risk Management Committee include:

- a. review and approve the risk management framework of the Company.
- b. review and assess the effectiveness of the Company's enterprise-wide risk assessment processes and recommend improvements, where appropriate.
- c. review, as appropriate, management's corrective actions for deficiencies that arise with respect to the effectiveness of the Company's enterprise-wide risk assessment programs.
- d. evaluate significant risk exposures of the Company and assess the management's actions to mitigate the exposures in a timely manner (including one-off initiatives, and ongoing activities such as cyber security, business continuity planning and disaster recovery planning and testing).
- e. obtain reasonable assurance from management that all known and emerging risks have been identified and mitigated or managed.
- f. coordinate its activities with the audit committee in instances where there is any overlap with audit activities (e.g. internal or external audit issue relating to risk management policy or practice).
- g. form and delegate authority to sub-committees when appropriate.
- h. make regular reports to the Board, including with respect to risk management and minimisation procedures.
- i. monitor all enterprise risks; in doing so, the Committee recognises the responsibilities delegated to other Board committees by the Board and understands that the other Board committees may emphasise specific risk monitoring through their respective activities.
- j. review the risk management policy annually and recommend any proposed changes to the Board for approval.
- k. have access to any internal information necessary to fulfil its oversight role. The Committee shall also have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
- l. review and assess the adequacy of the Charter for the Committee periodically and recommend appropriate changes to the Charter to the Board for approval.

The Risk Management Committee met twice during the year 2020-21: on June 23, 2020 and February 3, 2021. Due to the pandemic, all meetings of the Committee, throughout the year were held through video conferencing or other audio-visual means (VC/OAVM).

## Corporate Governance Report

The following table presents the composition of the Risk Management Committee as on March 31, 2021 and the details of attendance at the Committee meeting held during the year 2020-21.

Composition of Risk Management Committee			Risk Management Committee Meetings		% of attendance	No. of meetings attended through video/audio conferencing
Name of the Director	Category	Position	No. (1) June 23, 2020	No. (2) February 3, 2021		
Mr. David Brent Platt	Non-Executive Non-Independent Director	Chairman	Yes	Yes	100%	2/2
Ms. Ranjana Agarwal	Non-Executive Independent Director	Member	Yes	Yes	100%	2/2
Ms. Radhika Vijay Haribhakti	Non-Executive Independent Director	Member	Yes	Yes	100%	2/2
Mr. Thomas John Keller Jr. <sup>1</sup>	Non-Executive Non-Independent Director	Member	Yes	NA	100%	1/1
Mr. Michael Foley	Non-Executive Non-Independent Director	Member	Yes	Yes	100%	2/2
Mr. N. Sivaraman <sup>2</sup>	Executive Director	Member	NA	Yes	100%	1/1

<sup>1</sup>Mr. Thomas John Keller Jr. ceased to be the member with effect from November 6, 2020.

<sup>2</sup>Mr. N. Sivaraman was appointed as a member with effect from August 28, 2020.

Not applicable: NA

The necessary quorum was present at all the meetings.

The Company Secretary of your Company is the Secretary to the Risk Management Committee.

### Stakeholders' Relationship Committee

The Board of Directors of your Company has formed the Stakeholders Relationship Committee.

The Stakeholders' Relationship Committee consists of four Directors. The Chairman of the Committee, Mr. Michael Foley, is a Non-Executive, Non-Independent Director.

The terms of reference of the Stakeholders' Relationship Committee include:

- looking into various aspects of interest of shareholders, debenture holders, and other security holders.
- resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- reviewing measures taken by the Company for effective exercise of voting rights by shareholders.
- reviewing adherence to the service standards adopted by the Company in respect of the various services being rendered by the registrar and share transfer agent of the Company.
- reviewing various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
- reviewing and assess the adequacy of the Charter for the Committee periodically and recommend appropriate changes to the Charter to the Board for approval.

The Stakeholders' Relationship Committee met once during the year 2020-21: on August 27, 2020. Due to COVID-19 pandemic, all meetings of the Committee, throughout the year were held through video conferencing or other audio-visual means (VC/OAVM).



## Corporate Governance Report

The following table presents the composition of the Stakeholders' Relationship Committee as on March 31, 2021 and the details of attendance at the Committee meeting held during the year 2020-21.

Composition of Stakeholders Relationship Committee			Stakeholders Relationship Committee Meetings	% of attendance	No. of meetings attended through video/audio conferencing
Name of the Director	Category	Position	No. (1) August 27, 2020		
Mr. Michael Foley	Non-Executive Non-Independent Director	Chairman	Yes	100%	1/1
Ms. Ranjana Agarwal	Non-Executive Independent Director	Member	Yes	100%	1/1
Mr. Arun Duggal	Non-Executive Independent Director	Member	Yes	100%	1/1
Mr. N. Sivaraman <sup>1</sup>	Executive Director	Member	NA	NA	NA

<sup>1</sup>Mr. N. Sivaraman was appointed as member with effect from August 28, 2020.

Not applicable: NA

The necessary quorum was present at the meetings.

The Chairman of the Committee was present at the last Annual General Meeting of the Company held on September 23, 2020.

Mr. S. Shakeb Rahman, Company Secretary & Compliance Officer, is the Secretary to the Stakeholders' Relationship Committee.

The Company Secretary of your Company is the Compliance Officer.

Your Company received 38 complaints from Shareholders/Investors during the financial year 2020-21. All complaints were redressed to the satisfaction of the Shareholders/Investors and no complaint was pending as on March 31, 2021.

The details of the complaints received and resolved during the financial year 2020-21 are as follows:

S. No.	Complaint relating to/received from	Pending as on April 1, 2020	Received during the year	Resolved during the year	Pending as on March 31, 2021
1.	Transfer/Transmission/Split/Duplicate Share Certificates	Nil	Nil	Nil	Nil
2.	Non-receipt of Dividend	Nil	22	22	Nil
3.	Dematerialisation/Re-materialisation of Shares	Nil	1	1	Nil
4.	Complaint received from:				
	(a) Securities and Exchange Board of India/SCORES	Nil	Nil	Nil	Nil
	(b) Stock Exchanges:	Nil			Nil
	(i) BSE Limited (BSE)	Nil	Nil	Nil	Nil
	(ii) National Stock Exchange of India Limited (NSE)	Nil	1*	1*	Nil
	(c) Registrar of Companies (ROC)	Nil	1**	1**	Nil
	(d) Reserve Bank of India	Nil			
5.	Legal	Nil	Nil	Nil	Nil
6.	Non-receipt of Refund Order	Nil	1	1	Nil
7.	Non-receipt of Electronic Credits	Nil	Nil	Nil	Nil
8.	Non-receipt of Annual Report	Nil	10	10	Nil
9.	Miscellaneous	Nil	2	2	Nil
	Total	Nil	38	38	Nil

\*non-receipt of Annual Report

\*\* non-receipt of Dividend

## Corporate Governance Report

Your Company has registered itself on SCORES and makes every effort to resolve all investor complaints received through SCORES or otherwise within the statutory time limit since the receipt of the complaint. During the year 2020-21, the Company received nil complaint through SCORES.

### Strategy Committee

The Board of Directors of your Company has formed a Strategy Committee, headed by Ms. Wendy Huay Huay Cheong, Additional Director, Non-Executive, Non-Independent Director.

The Strategy Committee met once during the year 2020-21: on February 3, 2021. Due to the Covid-19 pandemic, this meeting of the Committee was held through video conferencing or other audio-visual means (VC/OAVM).

The following table presents the composition of the Strategy Committee as on March 31, 2021 and the details of attendance at the Committee meeting held during the year 2020-21.

Composition of Strategy Committee			Strategy Committee Meetings	% of attendance	No. of meetings attended through video/audio conferencing
Name of the Director	Category	Position	No. (1) February 3, 2021		
Ms. Wendy Huay Huay Cheong <sup>1</sup>	Additional Director, Non-Executive Non-Independent Director	Chairperson	Yes	100%	1/1
Dr. Min Ye <sup>2</sup>	Non-Executive Non-Independent Director	Member	Yes	100%	1/1
Mr. Thomas John Keller Jr. <sup>3</sup>	Non-Executive Non-Independent Director	Member	NA	NA	NA
Mr. David Brent Platt	Non-Executive Non-Independent Director	Member	Yes	100%	1/1
Mr. N. Sivaraman <sup>4</sup>	Executive Director	Member	Yes	100%	1/1

<sup>1</sup>Ms. Wendy Huay Huay Cheong was appointed as Chairman of the Strategy Committee with effect from November 25, 2020.

<sup>2</sup>Dr. Min Ye continued to serve as a member of the Strategy Committee with effect from November 25, 2020; prior to this date Dr. Ye was the Chairman of the Strategy Committee.

<sup>3</sup>Mr. Thomas John Keller Jr. ceased to be member of the Strategy Committee with effect from November 06, 2020.

<sup>4</sup>Mr. N. Sivaraman was appointed as member with effect from August 28, 2020.

Not applicable: NA

The necessary quorum was present at the meeting.

The Company Secretary of your Company is the Secretary to the Strategy Committee.

### D. Subsidiary Companies Monitoring Framework

All subsidiary companies of your Company are Board-managed, with their respective Boards of Directors having the rights and obligations to manage such companies in the best interest of their stakeholders. The Company monitors the performance of its subsidiary companies using, *inter alia*, the following means:

- (a) Financial statements, in particular, the investments made by the unlisted subsidiary companies, are reviewed quarterly by the Audit Committee of the Company.
- (b) Minutes of all the Board meetings of the unlisted subsidiary companies are placed regularly before the Board of Directors at the Board Meetings of the Company.

## Corporate Governance Report

- (c) A statement containing all the significant transactions and arrangements entered into by the unlisted subsidiary companies is placed regularly before the Board of Directors at the Board Meetings of the Company.

### E. General Body Meeting

Select details of the last three Annual General Meetings of your Company are presented in the following table.

Nature of Meeting	Date and Time	Venue	Special Resolution Passed by Members during the Annual General Meetings
Twenty-Seventh Annual General Meeting	August 9, 2018 at 15:00 hours	Air Force Auditorium, Subroto Park; New Delhi 110 010	The following Special Resolutions were passed by the Members: <ul style="list-style-type: none"> <li>Approval of Employee Stock Options Scheme, 2018 and grant of stock options to the Eligible Employees/ Directors of the Company under the scheme.</li> <li>Approval of Employee Stock Options Scheme, 2018 and grant of stock options to the Eligible Employees/ Directors of the Company's subsidiaries under the scheme.</li> </ul>
Twenty-Eighth Annual General Meeting	September 28, 2019 at 15:30 hours	Sri Sathya Sai International Centre, Bhisham Pitamah Marg, Lodhi Road, New Delhi-110003	The following Special Resolutions were passed by the Members: <ul style="list-style-type: none"> <li>Re-appointment of Mr. Arun Duggal as an Independent Director of the Company for second term.</li> <li>Re-appointment of Ms. Ranjana Agarwal as an Independent Director of the Company for second term.</li> <li>Re-appointment of Ms. Radhika Vijay Haribhakti as an Independent Director of the Company for second term.</li> </ul>
Twenty-Ninth Annual General Meeting	September 23, 2020 at 16:00 hours	Through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") (Deemed venue of the meeting: Registered Office)	The following Special Resolution was passed by the Members: <ul style="list-style-type: none"> <li>Appointment of Mr. N. Sivaraman (DIN: 00001747) as a Managing Director &amp; CEO of the Company and as CEO of ICRA Group.</li> </ul>

#### Postal Ballot

During the year 2020-21, no special resolution was passed through Postal Ballot. No special resolution is proposed to be conducted through postal ballot as of now.

### F. Disclosures

#### (i) Related-Party Transactions

There have been no materially significant related-party transactions, pecuniary transactions or relationships between your Company and the Directors, the Management, subsidiary companies or related parties that may have a potential conflict with the Company's interest. Other related-party transactions are disclosed in the financial statements for the year ended March 31, 2021. As required under Schedule V of the Listing Regulations, the Company has formulated a policy on dealing with Related Party Transactions, which has been uploaded on the website of the Company at: <https://www.icra.in/RegulatoryDisclosure/ShowCodePolicyReport/4>.

#### (ii) Details of Non-Compliance

There has been no instance of non-compliance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, except on one occasion, wherein the Company has not submitted financial

## Corporate Governance Report

results for the period ended March 31, 2020 and outcome of the Board meeting held on July 14, 2020 within 30 minutes of the conclusion of the Board Meeting. It may be noted that the Board meeting was held through virtual mode and the signatories were at different locations, so the documents could not be signed within 30 minutes, therefore, filing was made after 30 minutes.

Further, please refer to the disclosures pertaining to certain matters, as provided under 'Update regarding certain matters' in the Directors Report of the Board of Directors, which are self-explanatory.

### **(iii) Whistle-Blower Policy**

Pursuant to Section 177(9) and (10) of the Companies Act, 2013, and Regulation 22 read with Schedule V of the Listing Regulations, your Company has adopted a Whistle-Blower Policy, for use by your Company, with a view to establishing a vigil mechanism whereby all the stakeholders, Directors and employees, are encouraged to report illegal, unethical or improper activities through established channels, enabling an ethical and corruption-free work environment and at the same time safeguarding stakeholders, Directors and employees against victimisation. All unethical malpractices reported via the hotline or otherwise are thoroughly investigated, to the extent possible. The Whistle-Blower Policy does not release stakeholders, Directors or employees from their duty of confidentiality in the course of their work, nor can it be used as a route for taking up a grievance about a personal situation. The said mechanism also provides for adequate safeguards against victimisation of persons who use such mechanism and makes provision for direct access to the chairperson of the Audit Committee in exceptional cases. Further, no stakeholders have been denied access to the Audit Committee. The said Whistle-Blower Policy has been uploaded on the website of the Company at:

<https://www.icra.in/RegulatoryDisclosure/ShowCodePolicyReport/3>

### **(iv) Policy for determining 'material' subsidiaries**

As required under Regulation 16 (1) (c) of the Listing Regulations, the Company has formulated a Policy for determining the 'material' subsidiaries, which has been uploaded on the Company's website at:

<https://www.icra.in/RegulatoryDisclosure/ShowCodePolicyReport/5>.

### **(v) Materiality Policy**

As required under Regulation 30(4)(ii) of the Listing Regulations, the Company has formulated a policy for determination of materiality of an event or information for disclosures to the stock exchanges. Further, according to this Policy, any transaction, event or information relating to the Company and/or its subsidiaries that might fall within the section-scope is to be reported immediately by the employees of the Company and/or its subsidiaries to either the Group CFO or the General Counsel of the Company. The Group CFO and the General Counsel together will determine the materiality of the event/information in consultation with the Managing Director & Group CEO. The Group CFO and the General Counsel will ensure that adequate disclosures with respect to such material events/information are made to the stock exchanges within the timeline prescribed under the Listing Regulations. This Policy has been uploaded on the website of the Company at:

<https://www.icra.in/RegulatoryDisclosure/ShowCodePolicyReport/8>.

### **(vi) Record Retention and Archival Policy**

As required under the Listing Regulations, the Company has formulated a Policy on the preservation and archiving of documents, which has been uploaded on the website of the Company at:

<https://www.icra.in/RegulatoryDisclosure/ShowCodePolicyReport/9>

### **(vii) Adoption of Mandatory and Discretionary Requirements**

The Listing Regulations prescribe various corporate governance recommendations in line with the Corporate Governance Committee constituted by the SEBI.

## Corporate Governance Report

During the year 2020-21, your Company complied with all the mandatory requirements of the Listing Regulations. The Company has also complied with the following discretionary requirements under Regulation 27(1) read with Part E of Schedule II of the Listing Regulations:

- (i) Reporting of Internal Auditor: The Internal Auditors of the Company directly report to the Audit Committee.
- (ii) Board: The Chairman being a Non-Executive and Independent Director. Effective from April 1, 2020, your Company reimburses a part of the expenses for maintaining the office to the Chairman.

### **(viii) Management Discussion and Analysis Report**

The Management Discussion and Analysis Report is annexed and forms a part of the Annual Report.

### **(ix) Separate meeting of Independent Directors**

In compliance with Regulation 25(3) of the Listing Regulations read with Section 149 (8) and read with Schedule-IV of the Companies Act, 2013, one separate meeting of the Independent Directors of the Company was held through Video Conferencing/ Other Audio-Visual Means (VC/OAVM) on February 4, 2021, without the attendance of the Executive Director and Non-Independent Directors. The Company Secretary has facilitated the Independent Directors in holding the meeting.

All the Independent Directors attended the said meeting.

### **(x) Policy on Board Diversity**

The Board of Directors of your Company, based on the recommendations of the Nomination and Remuneration Committee of your Company, has devised a policy on Board Diversity to ensure broad experience and diversity on the Board.

### **(xi) Performance Evaluation**

The Board of Directors of your Company, based on the recommendations of the Nomination and Remuneration Committee of your Company, has laid down the criteria for performance evaluation of Independent Directors and other directors, the Committees of the Board and the Board of Directors as a whole. The criteria for performance evaluation cover the areas relevant to the functioning of individual directors as independent directors or other directors, as members of the Board and as members of the Committees of the Board.

### **(xii) Disclosures in relation to complaints relating to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

The disclosures in relation to Anti-Sexual Harassment Policy and constitution of Internal Complaints Committee have been made in the Directors' Report. As required under the Listing Regulations, the disclosures in relation to complaints relating to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are provided below:

- a. number of complaints filed during the financial year: Nil
- b. number of complaints disposed of during the financial year: Nil
- c. number of complaints pending as on end of the financial year: Nil

### **(xiii) Disclosures relating to fees paid/payable to statutory auditors**

Total fees for all services paid/payable for the financial year 2020-21 by your Company and its subsidiaries in India to BSR & Co. LLP, Chartered Accountants (including all entities in network firm/network entity), on a consolidated basis are as under.

## Corporate Governance Report

Particulars	Amount (In Rs.)
Audit fees	21,31,985
Limited review fees	17,78,616
Tax audit fees	6,73,860
Other certification services fees	1,15,539
Reimbursement of expenses	1,90,153
<b>Total</b>	<b>48,90,153</b>

### **xiv) Certificate from Company Secretary in practice**

As required under Schedule V of the Listing Regulations, your Company has obtained a certificate from a company secretary in practice, that none of the Directors on the Board of your Company as on March 31, 2021 are debarred or disqualified from being appointed or continuing as Directors of your Company by the Securities and Exchange Board of India or the Ministry of Corporate Affairs, or any such authority. A certificate from a company secretary in practice for the financial year 2020-21 has been annexed to this report.

### **(xv) Disclosure regarding Commodity price risk and hedging activities**

Your Company is not exposed to any commodity price risk and hence the disclosures under Regulation 34(3) read with clause 9(n) and 10 (g) of Part C of Schedule V of Listing Regulations is not applicable.

The detailed discussion of the Company's risks and concern are provided in the Management Discussion & Analysis Report.

### **(xvi) Details of utilisation of funds raised through preferential allotment or qualified institutions placement**

No disclosure or reporting is required with respect to the utilisation of funds of Preferential Allotment/QIP.

### **(xvii) Recommendation of the Committees of the Board of Directors**

During the financial year 2020-21, the Board of Directors had accepted all recommendations of the Committees of the Board of Directors.

### **(xviii) Disclosures with respect to demat suspense account/ unclaimed suspense account**

There are no shares lying in the demat suspense account or unclaimed suspense account, therefore, disclosures in terms of Regulation 39 (4) of the Listing Regulations read with Schedule V are not applicable.

### **Means of Communication**

- Your Company's corporate website [www.icra.in](http://www.icra.in) has an Investors' section, which provides comprehensive information to members. The quarterly and annual financial results are available there.
- The quarterly and annual financial results of the Company are published in English and Hindi daily newspapers, viz. The Financial Express and Jansatta, in addition to some other newspapers. The results are also available on your Company's website ([www.icra.in](http://www.icra.in)) and on the websites of BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and the National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)).
- The official news releases issued by the Company, including presentations made to institutional investors and to analysts, are also displayed on the Company's website [www.icra.in](http://www.icra.in). As required under Regulation 46 of the Listing Regulations, your Company maintains a functional website [www.icra.in](http://www.icra.in), which, *inter alia*, presents the following information in compliance with the said Regulation:
  - Details of business
  - Terms and conditions of appointment of independent directors
  - Composition of various committees of board of directors



## Corporate Governance Report

- (d) Code of conduct of board of directors and senior management personnel
- (e) Details of establishment of vigil mechanism/whistle-blower policy
- (f) Criteria of making payments to non-executive directors
- (g) Policy on dealing with related party transactions
- (h) Policy for determining 'material' subsidiaries
- (i) Details of familiarisation programmes imparted to independent directors
- (j) Contact information of the designated officials of the Company who are responsible for assisting and handling investor grievances
- (k) Email address for grievance redressal and other relevant details
- (l) Financial results
- (m) Shareholding pattern
- (n) Details of agreements, if any, entered into with the media companies and/or their associates
- (o) Schedule of analyst or institutional investor meet and presentations and submission to stock exchange
- (p) New name and the old name of the Company
- (q) Advertisements as per regulation 47 (1)
- (r) Separate audited financial statements of each subsidiary
- (s) Secretarial compliance report
- (t) Policy for determination of materiality for disclosures
- (u) Contact details of key managerial personnel who are authorized for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange(s)
- (v) Disclosures as per regulation 30 (8)
- (w) Dividend distribution policy
- (x) Annual return

### G. Disclosure of Compliance with Corporate Governance

Particulars	Regulation	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of compliance reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum information	17(7)	Yes
Compliance certificate	17(8)	Yes
Risk assessment & management	17(9)	Yes
Performance evaluation of independent directors	17(10)	Yes
Maximum number of directorships	17A	Yes
Composition of audit committee	18(1)	Yes
Meeting of audit committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Quorum of nomination and remuneration committee meeting	19(2A)	Yes
Meeting of nomination & remuneration committee	19(3A)	Yes
Composition of stakeholder relationship committee	20(1), (2) & (2A)	Yes
Meeting of stakeholder relationship committee	20(3A)	Yes

## Corporate Governance Report

Particulars	Regulation	Compliance status (Yes/No/NA)
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Meeting of risk management committee	21(3A)	Yes
Vigil mechanism	22	Yes
Policy for related party transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or omnibus approval of audit committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	N.A.
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of board of directors of unlisted material subsidiary	24(1)	Yes
Other corporate governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Secretarial audit with respect to listed entity and its material unlisted subsidiaries incorporated in India	24A	Yes
Alternate directorship & tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarisation of independent directors	25(7)	Yes
Declaration from independent director	25 (8) & (9)	Yes
Directors and officers Insurance	25(10)	Yes
Memberships in committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of board of directors and senior management personnel	26(3)	Yes
Disclosure of shareholding by non-executive directors	26(4)	Yes
Obligations of directors and senior management	26(2) & 26(5)	Yes
Other corporate governance requirements	27	Yes

### H. Auditors' Certificate on Corporate Governance

The Auditors' Certificate with respect to compliance with Schedule V (E) of the Listing Regulations, relating to Compliance Certificate on Corporate Governance, has been annexed to the Directors' Report and will be sent to the stock exchanges at the time of filing of the Annual Report.

### I. CEO and CFO Certification

As required under Regulation 17(8) of the Listing Regulations, the CEO and CFO certificate has been annexed to the Directors' Report.

### J. Reconciliation of Share Capital Audit

As stipulated by SEBI (Depositories and Participants) Regulations, 2018, a Reconciliation of the Share Capital Audit is carried out by an independent practising Company Secretary on a quarterly basis to confirm reconciliation of the issued and listed capital, shares held in dematerialised and physical mode, and the status of the Register of Members.

### K. Mandatory Dematerialisation of Equity Shares

The Securities and Exchange Board of India (SEBI) has amended regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), whereby transfer of securities of a listed company would not be processed unless the securities are held in the dematerialised form. The said regulation came into effect from April 1, 2019. As on March 31, 2021, about 99.99% of the equity shares issued by the Company are held in dematerialised form. The remaining members holding shares in the physical form are requested to arrange the dematerialisation of their shares at the earliest to avoid any inconvenience in future for transferring those shares.

## Corporate Governance Report

### L. General Members' Information

<b>1</b>	<b>Annual General Meeting</b>	
	Date	Thursday, July 29, 2021
	Time	3:30 p.m. (IST)
	Mode	Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") Deemed venue of the meeting: Registered Office
<b>2</b>	<b>Financial Year</b>	Financial Year is April 1, 2021 to March 31, 2022
	Quarterly results will be declared as per the following tentative schedule:	
	<ul style="list-style-type: none"> <li>Financial reporting for the quarter ending June 30, 2021</li> </ul>	First fortnight of August 2021
	<ul style="list-style-type: none"> <li>Financial reporting for the half year ending September 30, 2021</li> </ul>	Second fortnight of October 2021
	<ul style="list-style-type: none"> <li>Financial reporting for the quarter ending December 31, 2021</li> </ul>	Second fortnight of January 2022
	<ul style="list-style-type: none"> <li>Financial reporting for the year ending March 31, 2022</li> </ul>	First fortnight of May 2022
<b>3</b>	<b>Dates of Book Closure</b>	Saturday, July 24, 2021 to Wednesday, July 28, 2021 (both days inclusive)
<b>4</b>	<b>Proposed Dividend</b>	Rs. 27 per share
<b>5</b>	<b>Dividend Payment Date</b>	On or before Thursday, August 12, 2021
<b>6</b>	<b>Listing on Stock Exchanges</b>	<p>The shares of your Company are listed on:</p> <ul style="list-style-type: none"> <li>BSE Limited P.J. Towers, Dalal Street, Mumbai 400001</li> <li>National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai 400 051</li> </ul> <p>Your Company has paid the annual listing fee for the financial year 2021-22 to both the Exchanges.</p>
<b>7</b>	<b>Stock Code</b>	<p>BSE Limited: 532835</p> <p>National Stock Exchange of India Limited: ICRA ISIN: INE725G01011 CIN: L74999DL1991PLC042749</p>
<b>8</b>	<b>Registrar and Share Transfer Agent</b>	<p>M/s. Link Intime India Private Limited Noble Heights, 1<sup>st</sup> Floor, Plot No. NH 2, LSC, C-1 Block, Near Savitri Market, Janakpuri, New Delhi-110058 Tel: +91 11 4141 0592 Fax: +91 11 4141 0591 Email Id: delhi@linkintime.co.in</p>
<b>9</b>	<b>Share Transfer System</b>	<p>The Board of Directors has delegated the power of share transfer to the Registrar and Share Transfer Agent, Link Intime India Private Limited (address mentioned above). A summary report on the transfer/transmission of shares of the Company is placed at every meeting of the Board of Directors. Every half year, the Company obtains from a practising Company Secretary a certificate of compliance with the share transfer formalities as required under Regulation 40(9) of the Listing Regulations, and files a copy of the certificate with the Stock Exchanges.</p>

## Corporate Governance Report

10	<b>Compliance Officer</b>	<p>Mr. S. Shakeb Rahman                  Company Secretary &amp; Compliance Officer                  ICRA Limited                  Building No. 8, 2<sup>nd</sup> Floor, Tower A                  DLF Cyber City, Phase-II                  Gurugram-122002, Haryana                  Tel: +91 124 4545300                  Email: investors@icraindia.com</p>
11	<b>Dematerialisation of Shares and Liquidity</b>	99.99% shares of your Company are held in the electronic mode.
12	<b>Payment of Dividend</b>	<p>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.</p>
13	<b>Green Initiative</b>	<p>To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their depository participants in case the shares are held by them in electronic form and with the Company's Registrar and Share Transfer Agent in case the shares are held by them in physical form.</p> <p>In compliance with the Ministry of Corporate Affairs and the Securities and Exchange Board of India ("SEBI") Circulars, Notice of the Annual General Meeting along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company's Registrar and Share Transfer Agent/Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website viz. <a href="http://www.icra.in">www.icra.in</a>.</p>
14	<b>Bank Details for Electronic Shareholding</b>	<p>Members are requested to notify their Depository Participant (DP) about the changes in the bank details and furnish complete details of their bank accounts, including the MICR codes of their banks, to their DPs.</p>
15	<b>Copies of Permanent Account Number (PAN)</b>	<p>Members are requested to furnish their PAN to the Company to help strengthen compliance with KYC norms and provisions of Prevention of Money Laundering Act, 2002. For transfer of shares in physical form, SEBI has made it mandatory to the transferee to submit a copy of PAN card to the Company.</p>
16	<b>Investor Complaints to be addressed to</b>	<p>Registrar and Share Transfer Agent, or to Mr. S. Shakeb Rahman, Compliance Officer, at the relevant address, as mentioned earlier.</p>
17	<b>Address for correspondence</b>	<p>Registrar and Share Transfer Agent, or to Mr. S. Shakeb Rahman, Compliance Officer, at the relevant address, as mentioned earlier.</p>
18	<b>Outstanding Global Depository Receipts or American Depository Receipts or Warrants or any Convertible Instruments, Conversion date and likely impact on equity</b>	None

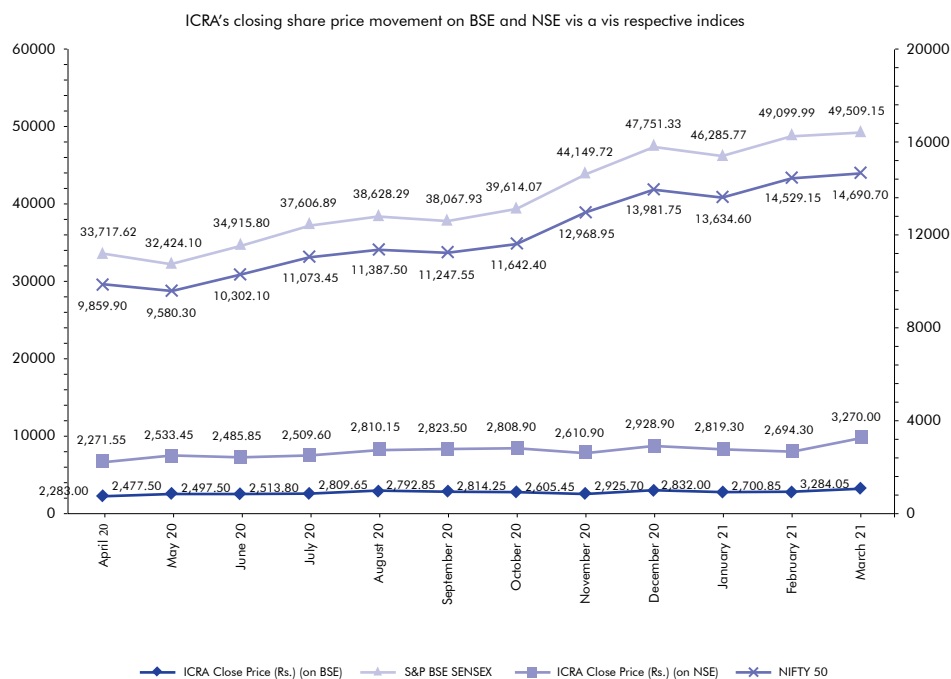
## Corporate Governance Report

### 19. Market Price Data for the year 2020-21

High and low share prices (based on daily closing prices) and numbers of equity shares traded during each month in the year 2020-21 are presented in the following table.

Month	BSE			NSE			Total Volume on BSE and NSE
	Share Price (Rs.)		Volume	Share Price (Rs.)		Volume	
	High	Low		High	Low		
Apr-20	2,577.95	1,968.00	2,155	2,648.00	1,987.05	69,619	71,774
May-20	2,754.95	2,200.00	1,532	2,733.45	2,190.00	52,373	53,905
Jun-20	2,951.00	2,473.55	2,752	2,699.00	2,455.00	25,747	28,499
Jul-20	2,647.45	2,430.00	6,191	2,799.90	2,460.00	106,362	112,553
Aug-20	2,950.00	2,493.05	6,280	3,002.10	2,484.00	87,167	93,447
Sep-20	2,926.00	2,700.00	2,060	2,701.05	2,850.00	43,085	45,145
Oct-20	2,907.00	2,634.00	1,195	2,898.00	2,600.00	49,687	50,882
Nov-20	2,906.95	2,555.00	3,854	2,847.00	2,530.00	48,093	51,947
Dec-20	2,981.90	2,644.35	54,147	3,005.00	2,612.00	157,329	211,476
Jan-21	3,140.00	2,672.50	3,624	3,137.90	2,666.05	121,127	124,751
Feb-21	2,909.05	2,675.75	2,205	2,914.95	2,604.15	47,594	49,799
Mar-21	3,985.00	2,697.50	121,287	3,984.70	2,713.85	1,408,998	1,530,285

### 20. Performance in Comparison with Broad-based Indices



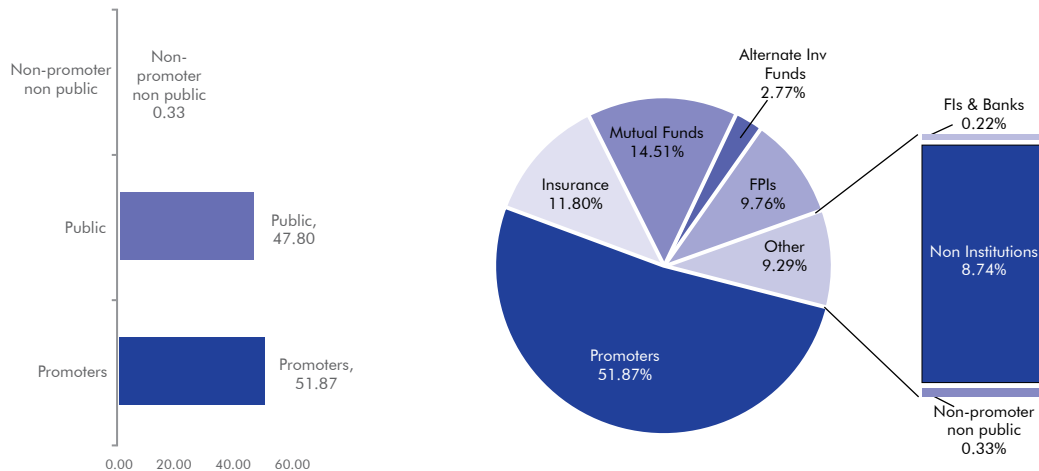
## Corporate Governance Report

### 21. Distribution of Shareholding as on March 31, 2021

No. of Equity Shares	No. of Members*	% of Total Number of Members	No. of Shares				% of Total Number of Shares
			Physical	National Securities Depository Limited	Central Depository Services (India) Limited	Total	
Up to 500	14,540	98.4828	242	287,375	110,296	397,913	4.1229
501 – 1000	115	0.7789		66,213	19,462	85,675	0.8877
1001 – 2000	38	0.2574		44,545	11,847	56,392	0.5843
2001 – 3000	19	0.1287		39,651	7,652	47,303	0.4901
3001 – 4000	9	0.0610		27,165	4,000	31,165	0.3229
4001 - 5000	4	0.0271		12,957	4,901	17,858	0.1850
5001 – 10000	15	0.1016		90,329	5,455	95,784	0.9925
10001 & Above	24	0.1626		8,887,191	31,950	8,919,141	92.4145
<b>Total</b>	<b>14,764</b>	<b>100.00</b>	<b>242</b>	<b>9,455,426</b>	<b>195,563</b>	<b>9,651,231</b>	<b>100.00</b>

\*not clubbed based on permanent account number.

### 22. Shareholding Pattern as on March 31, 2021



# Corporate Governance Report

## Statement of Shareholding Pattern as on March 31, 2021

Table 1 - Summary Statement holding of specified securities

Category	Category of shareholder	Number of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities			No. of Shares Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form
								Class eg: X	Class eg: Y	Total			Total as a % of (A+B+C)	No. (a)	As a % of total Shares held(b)	No. (a)	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+(VI)	(VIII) as a % of (A+B+C2)	(IX)	(X)	(XI) = (VII)+(X)	(XII)	(XIII)	(XIV)				
(A)	Promoter & Promoter Group	2	5005622	0	0	5005622	51.8651	5005622	0	5005622	0	0.0000	0	0.0000	0	0.0000	5005622
(B)	Public	13769	4613659	0	0	4613659	47.8038	4613659	0	4613659	0	0.0000	0	0.0000	NA	NA	4613417
(C)	Non Promoter - Non Public				0			0	0		0		0	0.0000	NA	NA	
(C1)	Shares Underlying DRs	0	0	0	0	0	0.0000	0	0	0	0	0.0000	0	0.0000	NA	NA	0
(C2)	Shares Held By Employee Trust	1	31950	0	0	31950	0.3310	0	0	0	0	0.3310	0	0.0000	NA	NA	31950
	<b>Total</b>	<b>13772</b>	<b>9651231</b>	<b>0</b>	<b>0</b>	<b>9651231</b>	<b>100.0000</b>	<b>9619281</b>	<b>0</b>	<b>9619281</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0.0000</b>	<b>9650989</b>



Corporate Governance Report

Statement of Shareholding Pattern as on March 31, 2021

Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category & Name of the shareholders	PAN	Nos. of shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held (V)+(VI)+(VII)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights of securities			No. of Shares Underlying convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered	Number of equity shares held in dematerialised form		
								Class eg: X	Class eg: Y	Total			No. (a)	As a % of total Shares held(b)			No. (a)	As a % of total Shares held(b)
1 Indian																		
(a) Individuals / Hindu Undivided Family		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0		
(b) Central Government / State Government(s)		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0		
(c) Financial Institutions / Banks		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0		
(d) Any Other (Specify)		1	3055900	0	0	3055900	31.6633	3055900	0	3055900	31.7685	0	0.0000	0	0.0000	3055900		
Bodies Corporate		1	3055900	0	0	3055900	31.6633	3055900	0	3055900	31.7685	0	0.0000	0	0.0000	3055900		
Moody's Investment Company India Private Limited	AAABC8576F	1	3055900	0	0	3055900	31.6633	3055900	0	3055900	31.7685	0	0.0000	0	0.0000	3055900		
Sub Total (A)(1)		1	3055900	0	0	3055900	31.6633	3055900	0	3055900	31.7685	0	0.0000	0	0.0000	3055900		
2 Foreign																		
(a) Individuals (Non-Resident Individuals / Foreign Individuals)		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0		
(b) Government		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0		
(c) Institutions		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0		
(d) Foreign Portfolio Investor		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0		
(e) Any Other (Specify)		1	1949722	0	0	1949722	20.2018	1949722	0	1949722	20.2689	0	0.0000	0	0.0000	1949722		
Bodies Corporate		1	1949722	0	0	1949722	20.2018	1949722	0	1949722	20.2689	0	0.0000	0	0.0000	1949722		
Moody's Singapore Pte Ltd	AAHCM8524D	1	1949722	0	0	1949722	20.2018	1949722	0	1949722	20.2689	0	0.0000	0	0.0000	1949722		
Sub Total (A)(2)		1	1949722	0	0	1949722	20.2018	1949722	0	1949722	20.2689	0	0.0000	0	0.0000	1949722		
Total Shareholding Of Promoter And Promoter Group (A) = (A)(1)+(A)(2)		2	5005622	0	0	5005622	51.8651	5005622	0	5005622	52.0374	0	0.0000	0	0.0000	5005622		

# Corporate Governance Report

## Statement of Shareholding Pattern as on March 31, 2021

**Table III - Statement showing shareholding pattern of the Public shareholder**

Category & Name of the shareholders	PAN	Nos. of shareholders	No. of fully paid up equity shares held	(IV)	(V)	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	(VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or encumbered		Number of equity shares held in dematerialised form
											(IX)	Total as a % of (A+B+C)				No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
												Class eg: X	Class eg: Y							
1 Institutions											(X)			(XI)		(XII)			(XIV)	
(a) Mutual Fund		4	1400202	(IV)	(V)		0	(VI)	1400202	14.5080	1400202	0	14.5080	0	0.0000	NA	NA	1400202		
Aditya Birla Sun Life Trustee Private Limited A/C Aditya Birla Sun Life Tax Relief 96	AAATB0102C	1	954754	(IV)	(V)	0	0	(VI)	954754	9.8926	954754	0	9.8926	0	0.0000	NA	NA	954754		
Pfias Mutual Fund - Parag Parikh Flexi Cap Fund	AACTP2540E	1	439259	(IV)	(V)	0	0	(VI)	439259	4.5513	439259	0	4.5513	0	0.0000	NA	NA	439259		
Venture Capital Funds		0	0	(IV)	(V)	0	0	(VI)	0	0.0000	0	0	0.0000	0	0.0000	NA	NA	0		
(c) Alternate Investment Funds		2	268223	(IV)	(V)	0	0	(VI)	268223	2.7792	268223	0	2.7792	0	0.0000	NA	NA	268223		
Par Washington Investment Fund	AAETP1632M	1	237223	(IV)	(V)	0	0	(VI)	237223	2.4580	237223	0	2.4580	0	0.0000	NA	NA	237223		
(d) Foreign Venture Capital Investors		0	0	(IV)	(V)	0	0	(VI)	0	0.0000	0	0	0.0000	0	0.0000	NA	NA	0		
(e) Foreign Portfolio Investor		14	941672	(IV)	(V)	0	0	(VI)	941672	9.7570	941672	0	9.7570	0	0.0000	NA	NA	941672		
Par Washington India Master Fund, Ltd.	AAFCP824F	1	715014	(IV)	(V)	0	0	(VI)	715014	7.4085	715014	0	7.4085	0	0.0000	NA	NA	715014		
Tencore Partners Master Ltd.	AAHCT1657N	1	218000	(IV)	(V)	0	0	(VI)	218000	2.2588	218000	0	2.2588	0	0.0000	NA	NA	218000		
(f) Financial Institutions / Banks		4	21583	(IV)	(V)	0	0	(VI)	21583	0.2236	21583	0	0.2236	0	0.0000	NA	NA	21583		
(g) Insurance Companies		4	1138564	(IV)	(V)	0	0	(VI)	1138564	11.7971	1138564	0	11.7971	0	0.0000	NA	NA	1138564		
Life Insurance Corporation Of India	AAACL0582H	1	593004	(IV)	(V)	0	0	(VI)	593004	6.1443	593004	0	6.1443	0	0.0000	NA	NA	593004		
General Insurance Corporation Of India	AAACG0615N	1	405560	(IV)	(V)	0	0	(VI)	405560	4.2022	405560	0	4.2022	0	0.0000	NA	NA	405560		
Hdfc Life Insurance Company Limited	AAACH8755L	1	120000	(IV)	(V)	0	0	(VI)	120000	1.2434	120000	0	1.2434	0	0.0000	NA	NA	120000		
(h) Provident Funds/ Pension Funds		0	0	(IV)	(V)	0	0	(VI)	0	0.0000	0	0	0.0000	0	0.0000	NA	NA	0		
(i) Any Other (Specify)		0	0	(IV)	(V)	0	0	(VI)	0	0.0000	0	0	0.0000	0	0.0000	NA	NA	0		
Sub Total (B)(1)		28	3770244	(IV)	(V)	0	0	(VI)	3770244	39.0649	3770244	0	39.0649	0	0.0000	NA	NA	3770244		

Corporate Governance Report

Table III - Statement showing shareholding pattern of the Public shareholder

Category & Name of the shareholders	PAN	Nos. of shareholders	No. of fully paid up equity shares held	(M)	Partly paid-up equity shares held	No. of underlying Depository Receipts	(N)	Total nos. shares held (N)+(M)+(V)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities			Total as a % of (A+B+C)	No. of Shares Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities as a percentage of diluted share capital)	Locked in shares		No. of Shares pledged or otherwise encumbered	Number of equity shares held in dematerialised form		
										Class eg: X	Class eg: Y	Total				No. (a)	As a % of total Shares held(b)			No. (a)	As a % of total Shares held(b)
2 Central Government/ State Government(s)/ President of India																					
Sub Total (B)(2)		0	0	0	0	0	0	0	0.0000				0	0.0000		0	0.0000	NA	NA	0	
3 Non-Institutions																					
(a) Individuals																					
i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.		12642	595640	0	0	0	0	595640	6.1716	595640	0	595640	6.1921	0	6.1716	0	0.0000	NA	NA	595398	
ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.		1	28764	0	0	0	0	28764	0.2980	28764	0	28764	0.2990	0	0.2980	0	0.0000	NA	NA	28764	
(b) NBFCs registered with RBI		1	2500	0	0	0	0	2500	0.0259	2500	0	2500	0.0260	0	0.0259	0	0.0000	NA	NA	2500	
(c) Overseas Depositories (holding DRs) (balancing figure)		0	0	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0	
(d) Any Other (Specify)		0	0	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0	
Trust Employee		0	0	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0	
Overseas Depositories (holding DRs) (balancing figure)		0	0	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0	
(e) Any Other (Specify)		1097	216511	0	0	0	0	216511	2.2484	216511	0	216511	2.2508	0	2.2434	0	0.0000	NA	NA	216511	
IEPF		1	541	0	0	0	0	541	0.0056	541	0	541	0.0056	0	0.0056	0	0.0000	NA	NA	541	
Trusts		3	3003	0	0	0	0	3003	0.0311	3003	0	3003	0.0312	0	0.0311	0	0.0000	NA	NA	3003	
Hindu Undivided Family		515	23875	0	0	0	0	23875	0.2474	23875	0	23875	0.2482	0	0.2474	0	0.0000	NA	NA	23875	
Non Resident Indians (Non Repat)		168	13114	0	0	0	0	13114	0.1359	13114	0	13114	0.1363	0	0.1359	0	0.0000	NA	NA	13114	
Non Resident Indians (Repatri)		192	34839	0	0	0	0	34839	0.3610	34839	0	34839	0.3622	0	0.3610	0	0.0000	NA	NA	34839	
Clearing Member Bodies Corporate		90	17686	0	0	0	0	17686	0.1833	17686	0	17686	0.1839	0	0.1833	0	0.0000	NA	NA	17686	
Sub Total (B)(3)		128	123453	0	0	0	0	123453	1.2791	123453	0	123453	1.2834	0	1.2791	0	0.0000	NA	NA	123453	
Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)		13741	843415	0	0	0	0	843415	8.7389	843415	0	843415	8.7680	0	8.7389	0	0.0000	NA	NA	843173	
		13769	4613659	0	0	0	0	4613659	47.8038	4613659	0	4613659	47.9626	0	47.8038	0	0.0000	NA	NA	4613417	

# Corporate Governance Report

## Statement of Shareholding Pattern as on March 31, 2021

**Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder**

Category & Name of the shareholders	PAN	Nos. of shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held (V)+(VI)+(VII) As a % of (A+B+C2)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights of securities			Number of Voting Rights held in each class		No. of Shares Underlying convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form
								Class eg: X	Class eg: Y	Total	Total as a % of (A+B+C)	No. (a)			As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)		
																		(X)	
1 Custodian/DR Holder	(II)	(III)	(IV)	(V)	(VI)	(VII) = (VI)+(V)+(V)	(VIII) As a % of (A+B+C2)	0	0	0	0.0000	0	(X)	(XI) = (VIII)+(X) As a % of (A+B+C2)	0	0.0000	NA	0	(XIV)
2 Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)		1	31950	0	0	31950	0.3310	0	0	0	0.0000	0	(X)	0.3310	0	0.0000	NA	31950	
Total Non-Promoter- Non Public Shareholding (C) = (C1)+(C) (2)		1	31950	0	0	31950	0.3310	0	0	0	0.0000	0	(X)	0.3310	0	0.0000	NA	31950	

Note :

- (1) PAN would not be displayed on website of Stock Exchange(s).
- (2) The above format needs to disclose name of all holders holding more than 1% of total number of shares.
- (3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available and the balance to be disclosed as held by custodian.

Place: Kasauli  
Date: May 6, 2021

On behalf of the Board of Directors

(Arun Duggal)  
Chairman  
DIN: 00024262

## Corporate Governance Report

### **Declaration Regarding Compliance by Board Members and Senior Management Personnel with Company's Code of Conduct**

#### **(Pursuant to Schedule V (D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

The Board of Directors of ICRA Limited adopted the Code of Conduct to be followed by all Members of the Board and Senior Management Personnel of the Company in compliance with Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations").

As provided under Regulation 26(3) of the Listing Regulations, all Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct for the year 2020-21.

**(N. Sivaraman)**

*Managing Director and Group CEO*

DIN: 00001747

Place: Mumbai

Date: May 6, 2021

## Corporate Governance Report

### Certificate by Chief Executive Officer and Chief Financial Officer

*(Pursuant to Regulation 17(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)*

We, N. Sivaraman, Managing Director & Group CEO, and Vipul Agarwal, Group Chief Financial Officer, of ICRA Limited (the "Company"), certify that:

- (a) We have reviewed the financial statements and the cash flow statement for the year ended March 31, 2021 and that to the best of our knowledge and belief:
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and
  - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- (b) There were, to the best of our knowledge and belief, no transactions entered into by the Company during the year which were fraudulent, illegal or in violation of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we were aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated based on our most recent evaluation, wherever applicable, to the auditors and the Audit Committee:
  - (i) significant changes, if any, in internal control over financial reporting during the year;
  - (ii) significant changes, if any, in the accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) any instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**(N. Sivaraman)**

*Managing Director & Group CEO*

DIN: 00001747

**(Vipul Agarwal)**

*Group Chief Financial Officer*

Place: Mumbai/Gurugram

Date: May 6, 2021

## Corporate Governance Report

### CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

*(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)*

To,

The Members

**ICRA Limited**

Flat No.1105 Kailash Building,

11<sup>th</sup> Floor 26, Kasturba Gandhi Marg New Delhi - 110001

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of ICRA Limited and having CIN L74999DL1991PLC042749 and having Registered office at Flat No.1105 Kailash Building, 11<sup>th</sup> Floor 26, Kasturba Gandhi Marg New Delhi - 110001 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority:

S. No.	Name of director	DIN	Date of appointment in Company
1.	Arun Duggal	00024262	November 11, 2014
2.	Sivaraman Narayanaswami	00001747	August 10, 2020
3.	Radhika Vijay Haribhakti	02409519	December 04, 2014
4.	Ranjana Agarwal	03340032	November 11, 2014
5.	Min Ye	06552282	May 24, 2013
6.	David Brent Platt	08424532	April 30, 2019
7.	Michael Foley	08583960	October 25, 2019
8.	Wendy Huay Huay Cheong	08927070	November 06, 2020

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Chandrasekaran Associates**

Company Secretaries

**Rupesh Agarwal**

Managing Partner

Membership No. A16302

Certificate of Practice No. 5673

UDIN: A016302C000219527

Date: April 30, 2021

Place: Delhi

Note:

- Due to restricted movement amid COVID-19 pandemic, we have verified the disclosures and declarations received by way of electronic mode from the Company and could not be verified from the original records. The management has confirmed that the records submitted to us are the true and correct.



## Corporate Governance Report

### Independent Auditors' Certificate on Compliance with the Corporate Governance requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To

The Members of ICRA Limited

1. This certificate is issued in accordance with the terms of our engagement letter dated 19 December 2019 and addendum to the engagement letter dated 27 April 2021.
2. We have examined the compliance of conditions of Corporate Governance by ICRA Limited ("the Company"), for the year ended 31 March 2021, as stipulated in regulations 17 to 27, clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations") pursuant to the Listing Agreement of the Company with Stock Exchanges.

#### Management's Responsibility

3. The compliance of conditions of Corporate Governance as stipulated under the listing regulations is the responsibility of the Company's Management including the preparation and maintenance of all the relevant records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of Corporate Governance stipulated in the Listing Regulations.

#### Auditors' Responsibility

4. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended 31 March 2021.
6. We conducted our examination of the above corporate governance compliance by the Company in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) and Guidance Note on Certification of Corporate Governance both issued by the Institute of the Chartered Accountants of India (the "ICAI"), in so far as applicable for the purpose of this certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. 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.

#### Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

## Corporate Governance Report

### Restriction on use

10. The certificate is addressed and provided to the Members of the Company solely for the purpose of enabling the Company to comply with the requirement of the Listing Regulations 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 certificate is shown or into whose hands it may come without our prior consent in writing.

For **BSR & Co. LLP**  
*Chartered Accountants*  
Firm's Registration No.: 101248W/W-100022

**Sadashiv Shetty**  
*Partner*  
Membership No.: 048648  
UDIN: 21048648AAAAAU3745

Place : Mumbai  
Date : 6 May 2021

## Annexure III

# Management Discussion and Analysis Report

(Annexure to the Directors' Report)

### A. Industry Structure and Developments

The conditions in the credit market continued to remain challenging in FY2021 because of a Covid-19 induced uncertainty on the debt-servicing ability of borrowers and the consequent increase in risk aversion among lenders and investors. The banks which were supportive of credit growth during last few years also turned risk averse and the lending gradually resumed under the Gol guaranteed loans for small and medium corporates, even as few high-quality credits continued to have access to the credit. Buoyed by deferred demand as the lockdown got lifted, the economic activity picked up in the last two quarters of FY2021. Growth in Debt Mutual Fund AUMs and pick-up in securitisation activity signified improved investor confidence. January-February 2021 saw positive sentiments building into a flurry of economic activity that led to an improved business flow for your Company in March 2021. Supported by the likely Government spending in Infrastructure in FY2022, a back-ended revival in the credit market is expected. However, the spike in Covid-19 cases, the impact of which on the economy is still evolving, is likely to result in a spate of localised lockdowns that may result in a deferral in the expected pick-up. Your Company is not only very well placed in terms of seamlessly serving its clients, it is well geared to tap the opportunities arising out of expected credit growth once the Covid-19 situation is contained.

Nonetheless, the challenges faced during H1 FY2021 may resurface in H1 FY2022. With the rise in Covid-19 cases in some states and re-imposition of localised restrictions, some sectors of the economy may once again experience temporary demand disruption, especially in the contact-intensive space. Additionally, there may be supply-side issues arising from disruptions in logistics. It is expected that the risk appetite of investors will be a function of the impact of the current regional lockdowns and other restrictions, on the corporates and the broader economy.

Bond markets continue to remain heavily skewed in favour of the PSUs and top-rated corporates and the efforts of regulators to widen and deepen the corporate bond market is yet to bear fruit. As a result, a large section of the mid and small-sized corporates, non-banking finance companies (NBFCs) and micro finance institutions (MFIs) continue to face severe challenges in terms of accessing funds, though a revival of the securitisation markets in H2 FY2021 provided some relief to NBFC, HFC and MFI lenders. The Reserve Bank of India (RBI) has already taken several measures to maintain surplus liquidity in the system which has reduced the funding cost for banks which in-turn has translated into a decline in borrowing costs for corporates and the NBFCs.

The uncertainty around the funding environment for NBFCs and HFCs resulted in a muted on-balance sheet growth of assets for the sector in FY2021 – the expected pick-up in their growth in FY2022 would be dependent on the extent of curbs that get imposed in several states due to the pandemic. Securitisation and direct assignment transactions will continue to be a strong driver of credit flow to NBFCs, as these sectors require diversified funding. Revival of investor appetite for these entities in H2 FY2021 gives confidence even as H1 FY2022 may see some headwinds due to the pandemic.

Our forecasts peg the expansion in Indian GDP and the Gross Value Added (GVA; at constant 2011-12 prices) in FY2022 in a range of 10-10.5%, benefitting from a normalisation in economic activity after the vaccine rollout widens, as well as the low base. The key upside to these projections is a faster-than-expected pick-up in Government spending. The key downside risks to our forecast is a continuation of the latest wave of infections, an extension of the restrictions imposed so far and relatively severe restrictions being imposed in additional states.

Between late March-May 2020, the repo and the reverse repo rates were reduced sharply, followed by a pause. We anticipate that the average CPI inflation in FY2022 will remain well above 4%, the mid-point of the Monetary Policy Committee's (MPC's) medium-term inflation - target band. Therefore, our baseline expectation is an extended pause for the repo rate through 2021. Given the renewed uncertainty regarding the near-term outlook, we expect the MPC to maintain the accommodative stance of the Monetary Policy, at least until its August 2021 Policy review. However, as the uncertainty recedes, we expect a modest pick-up in credit demand, thereby benefitting ICRA's business prospects.

## Management Discussion and Analysis Report

(An overview of the market for rating services, including discussions on the various segments that comprise this market, is presented in the section titled Review of Operations in the Directors' Report.)

### B. Opportunities and Threats

#### Opportunities

Opportunities in the ratings business are a function of the interplay of several factors and developments, some of which arise from the initiatives taken by us as a rating agency and our strengths, while the others emanate from the environment we operate in. At this stage, it is very difficult to forecast the pace in pick-up of economic activities, though demand for credit is likely to pick up as GDP growth for FY2022 is likely to be significantly better. Short to medium term considerations and challenges aside, the bond market growth was expected to get a fillip, as both the Securities and Exchange Board of India (SEBI) and the RBI have brought in regulations that require large corporates to increase reliance on financing through debt capital market; the current risk aversion may continue to act as a deterrent in the short to medium term. It may be noted that SEBI has made it mandatory for large corporates (defined as one with borrowings of more than Rs 100 crore) to raise not less than 25% of their incremental borrowings from the debt capital markets, provided they have a long-term rating of AA or above.

ICRA is well placed to benefit from each of the opportunities stated above as and when they arise, given its competitive strengths and strategic initiatives. We believe that our competitive strength primarily includes the rich database and research support that our products and services draw upon; our proven ability to make product and service innovations; the demonstrated track record of our ratings; our experienced and strong management team and pool of high-quality employee talent and our close association with the Moody's Group.

#### Threats

The threats confronting our business have their foundation in such risks and concerns as are discussed in Section E of this report.

### C. Segment-wise or Product-wise Performance

Details on the performance of the Company's operating activities are presented in the section titled Review of Operations in the Directors' Report. Highlights of performance of subsidiaries and their contribution to the overall performance of the Company during 2020-21 are provided below.

#### I. ICRA Analytics Limited

ICRA Analytics Limited (ICRA Analytics), a wholly owned subsidiary of your Company, during the year under review has registered a 6% growth in operating revenue to Rs. 114.62 crore (previous year Rs. 107.95 crore) and profit after tax (PAT) going up by 23% to Rs. 30.37 crore (previous year Rs. 24.64 crore). Growth in revenue was driven by growth in most segments, as ICRA Analytics continues to improve its product portfolio for a wider reach and engage in larger outreach activities in domestic and global markets.

With more than 20 years of experience in executing 10,000+ assignments, ICRA Analytics has acquired significant expertise across multiple domains, and serves banks, NBFCs, fund managers, intermediaries, investors and corporates. The domain expertise complemented with functional competence has helped ICRA Analytics design and implement products, services and solutions in Risk Management, IFRS & GAAP accounting, Bond Valuation, Financial & Risk Advisory. Other than expanding reach to hitherto unserved client segments, ICRA Analytics added new offerings to its portfolio, like Expected Credit Loss tool for the NBFCs and banks, Rating and Treasury Tracker for corporate treasuries. ICRA Analytics has successfully augmented its capability platform with new-age technologies like analytics, automation and cloud, and these are being leveraged to launch contemporary cloud-hosted products with enhanced analytical proficiency for all client segments.

## Management Discussion and Analysis Report

The process and compliance orientation evinced through the extant ISO27001:2013 and ISO9001:2015 certifications for the entire company, which enables ICRA Analytics to continue making improvements in productivity, operations and security posture. Basis the certification exercise carried out during the year, ICRA Analytics has been re-certified as a Great Place to Work for the FY2022. Sustained focus on upskilling and engaging with the talent pool of 700+ trained and qualified personnel continue to remain a key initiative for ICRA Analytics, as it remains committed to adding value to its customers through innovation and efficiency.

ICRA Analytics offers its Programme Management services through its wholly-owned subsidiary, **Pragati Development Consulting Services Limited**.

### II. ICRA Lanka Limited

ICRA Lanka Limited (ICRA Lanka) a wholly-owned subsidiary of your Company, offers a wide range of rating services in the Sri Lankan market. As at March 2021, ICRA Lanka had a list of 67 issuers in the public domain, with a market share of 54%. The Company had been able to gain a dominant market share position in the Non-Banking Financial Companies (NBFCs) and corporate segments. In addition, ICRA Lanka has also rated LKR 48.50 Bn of debt in FY2021, with a market share of 60%.

In terms of the business strategy ICRA Lanka expanded its research capability with regular research reports widely awaited by the market. Research content receives wide publicity via national media helping to boost the brand image and the brand presence among potential segments.

The financial performance of ICRA Lanka has improved during the financial year 2021 compared to the previous financial year. ICRA Lanka was able to record a 11% growth in its operating revenue, driven primarily by initial rating, where initial issue rating increased by 22% and the initial issuer rating increased by 7%. The surveillance income increased by 8% compared to the previous year. During the year under review, ICRA Lanka recorded a total revenue of Rs. 1.55 crore (previous year Rs. 1.40 crore).

### III. ICRA Nepal Limited

ICRA Nepal Limited (ICRA Nepal) a subsidiary of your Company, offers a wide range of rating services in the Nepalese market.

During the year under review, ICRA Nepal registered a decline of ~5% in revenue from operations, mainly due to less execution of fresh mandate as compared to the previous year. A slow mandate execution during the lockdown imposed due to Covid-19 pandemic, resulted in a decline in revenue along with profitability and inflow of fresh mandates also declined by ~36%.

As the rating culture in the current market is still at a nascent stage, information collection is still a challenge, and ICRA Nepal is exposed to the risk of not completing the assignments within time. While the opportunity for ICRA Nepal is competitive with one existing rating agency due to aggressive pricing, the possibility of introduction of one more rating agency may create more pressure in the local market. The regulatory risk associated with the change in policy on regulating the pricing-related matter, might impact the revenue and profitability profile going forward. After the introduction of borrower rating, there has been a surge in surveillance revenue from this year, which provides a medium-term visibility in growth.

On the long-term outlook, after introduction of determining the risk weight of the loans based on ratings provided by the credit rating agency, Nepal Rastra Bank's positive steps to offer better incentive to the borrowers will have a positive impact in the long-term growth of ICRA Nepal through increase in borrower rating.

During the year ICRA Nepal issued bonus shares of 150% of paid-up capital amounting to NPR 3 crore after due approval from the members.

## Management Discussion and Analysis Report

ICRA Nepal recorded a total revenue of NPR 9.38 crore (previous year NPR 9.47 crore) and declared a dividend and the amount towards dividend payable to the Company is Rs. NPR 0.42 crore (previous year NPR 0.33 crore).

### D. Outlook

The long-term outlook for the ratings business remains positive, given the large funding requirements which would have to be raised through a combination of bank loans and bonds, though near-term challenges enumerated earlier exist. The regulatory nudge to have a certain part of the financing come through the bond route is also a positive, though this move requires a significant improvement in the investor appetite. Your Company continues to take initiatives to retain its strong thought leadership and market position and is confident of meeting the challenges posed inevitably by the changing business requirements.

### E. Risks and Concerns

Your Company is involved primarily in the business of providing rating and related credit research services. Any economic slowdown in India may impact the volume of bank credit or debt securities issued in the domestic capital markets, and hence, have an adverse impact on your Company's business and revenues. Like last year, which had a considerable impact on the economy due to the Covid-induced nationwide lockdown, the fresh spike in infections led to a localised lockdown. An inability to contain the pandemic with vaccination or otherwise will have an adverse impact on the economy, the extent of which is still evolving. Your Company's services are dependent on the condition of the financial markets in India. Any increase in interest rates and credit spreads, foreign exchange fluctuations, defaults by significant issuers/borrowers, and other market and economic factors, both domestic and global, may negatively impact the issuance of credit-sensitive products and other financial services. A sustained period of volatility or weakness or downturn in the financial markets domestically or internationally could have a materially adverse effect on our business and financial results.

Specifically, the bank loan rating business could get impacted if there is a credit slowdown or a change in ratings related regulation, resulting in transition to internal rating models for providing capital. The domestic debt capital market, on the other hand, is skewed towards higher-category credit-ratings. This may continue to constrain the volume of issuance in the Indian debt market, despite the regulatory allowance of partially credit-enhanced bonds. Currently, accessing overseas debt markets by certain Indian borrowers/issuers is regulated, and any change in the prevailing regulatory regime, liberalising access to the overseas markets for the raising of debt funds, may adversely impact the issuance of debt instruments in the domestic market.

Further, our market share or profitability may be affected by competition, which remains intense. In the event of our competitors coming up with newer products and services, using sophisticated technology for customer requirements and/or offering innovative solutions or more competitive prices to our clients, there could likely be an adverse impact on our market share, thus affecting our results of operations and financial condition.

Additionally, our business is largely dependent on the recognition of our brand and our reputation. In this regard, prominent investment-grade defaults or multi-notch downgrades could negatively affect our reputation and, our position as a quality credit rating agency. This, in turn, may adversely affect our business, operations, and financial condition.

Separately, please also refer to the sections on 'Update regarding certain matters' in the Directors Report, which are self-explanatory.

### Risk Mitigation

- To mitigate business risks arising from changes in economic and market conditions and in regulations that influence the volume of debt issuance, your Company constantly monitors developments on these fronts and adjusts its business strategies accordingly.

## Management Discussion and Analysis Report

- Your Company evaluates itself periodically against its peers to mitigate competition-related risks. To prevent brand dilution, your Company remains focused on maintaining the robustness of its ratings and gradings while at the same time promoting brand ICRA through seminars and conferences, apart from the publication of research reports.
- The Company keeps a close watch on key regulatory developments to anticipate changes and their potential impact on its business.
- The Company, both unilaterally and through its participation in industry forums, responds to consultation papers and discussions initiated by the regulators, the Government and other policymakers on any key regulatory changes that can have an impact on its business.

### (1) Operational Risk/Technology-Related Risk

The Company has to rely on clients/third parties for the adequacy and accuracy of information (relating to such clients), which may not always be independently verifiable. While we do have a systematic feedback method of gathering this information, even so, we depend largely on clients and third-party sources to obtain information relating to them. We may also rely on representations as to the accuracy and adequacy of the information obtained. The quality of the ratings that we assign is inherently dependent upon the accuracy of the information presented to us. If inaccurate or misleading facts are presented to us we run the risk of our ratings not being able to reflect the actual credit risk.

The Company's ability to conduct business may be adversely impacted with the increase in cyber-crime. This may in turn lead to financial loss, disruption or damage to the reputation of an organisation due to some failure of its information technology systems. Lack of information security controls, both with respect to process and technology, may lead to a breach of confidential data, data privacy and in turn cause loss in business.

With the complexity of our business increasing, sound information system controls are needed, and we have established these in our organisation.

#### Risk Mitigation

- To mitigate such security risks, and thereby the losses arising due to such risks, the Company has established a formal Information security governance structure and strategy in place with defined roles and responsibilities for a consistent treatment and monitoring mechanism. The risk management approach has been followed to identify and address risk for people, processes and technology.
- To mitigate the risks, your Company has designed the Information Security Management System (**ISMS**) with various policies, procedures and guidelines in place to set the security controls for ICRA.
- The implementation is planned to mitigate all identified risks in a phase-wise manner to develop and implement stringent process and technological controls.
- Periodic and frequent IT advisory is being shared with ICRA employees related to spam, phishing attacks, ransomware and cyber security related areas.

### (2) Policy Risk

Material changes in the regulations that govern us or our businesses could affect the results of our operations. Most of the Company's revenues come from rating services, which are influenced by regulatory requirements. If there are changes in the regulatory requirements of compulsory rating for certain instruments or for certain investors to invest in rated instruments, there may be a decrease in the demand for rating. This is also the case if there are such changes in regulations that negatively impact the level of issuance of debt instruments in the domestic market. This in turn may affect our business, revenues and financial condition.



## Management Discussion and Analysis Report

### (3) Political Risk

Political instability could adversely affect the general economic conditions in India, which in turn could impact our financial results and prospects, as could adverse changes in specific laws and policies pertaining to banking and finance companies, foreign investment and other matters affecting investment in securities. Additionally, any adverse change in the economic liberalisation policies—a major factor encouraging private participation in infrastructure—could have a significant impact on infrastructure development, business and economic conditions in India, and this in turn may affect our financial results and prospects.

### (4) Liquidity Risk/Financial Risk

The extent of liquidity/financial risk is influenced by various factors such as maturity of liabilities and degree of reliance on secured sources of funding.

#### Risk mitigation

- The Company has remained debt-free ever since it was incorporated and has always sought to finance all its expansion and diversification plans with internal accruals.
- A sound liquidity position makes it possible for the Company to discharge all its payables within the stipulated time.

### (5) Investment Risk

The Company has made, and may continue to make, investments in mutual funds, corporate deposits, and other marketable securities, the returns on which would be impacted by changes in interest rates and volatility in the financial markets. Besides, the Company has made investments in subsidiaries, the return from which depends on their individual performance.

#### Risk Mitigation

- The Company has set up an investment committee, which periodically reviews the performance of its investment portfolio.
- The Company makes provisions for diminution in the carrying value of investments if the diminution in the fair market value of any long-term investment is considered permanent, and regularly evaluates changes in the financial markets.

### (6) Regulatory Non-Compliance Risk

Your Company complies with all the applicable laws, rules and regulations, and makes business decisions based on comprehensive advice, provided both by its internal counsels and by acknowledged external counsels.

The regulatory non-compliance risk arises because of changes in corporate laws, the SEBI credit rating regulations, accounting standards, tax laws, and/or any other applicable rules and regulations as may be amended from time to time. Your Company being a credit rating agency is required to comply with a new and tighter set of rules that has been mandated by SEBI in June 2019, while executing rating assignments and while maintaining the ratings under continuous surveillance. Given the increasing regulatory oversight, the impact of slippages in compliance could be high.

#### Risk mitigation

- The Company has put in place a comprehensive compliance framework to manage compliance-related issues. Respective Compliance team members track regulatory and statutory requirements and notify changes to stakeholders periodically.

## Management Discussion and Analysis Report

- The Board of Directors is informed periodically about compliance with the various laws and rules in force.
- Compliance officers keep themselves abreast of all amendments in the various applicable laws and regulations.
- The Company also makes provisions in the balance sheet when required and regularly evaluates the adequacy of such provisions for legal risks relating to past events.
- Management audits are conducted to ensure compliance with the relevant provisions of the applicable laws and regulations.
- The Company obtains legal advisory services and seeks legal advice wherever necessary to avoid any non-compliance with the applicable laws, rules and regulations.

### (7) Attrition Risk

Our performance and success depend largely on our ability to nurture and retain the continued service of our skilled personnel. We face a continuing challenge of recruiting and retaining suitably skilled people, as we continue to grow. There is significant competition for management and other skilled persons in the financial services industry with our competitors and other financial services entities offering better compensation and incentives. If we are unable to attract talented persons, experience high attrition or are unable to motivate our existing employees, our business and operations are likely to get affected.

#### Risk Mitigation

We are committed to providing the best work environment and facilities to employees at all levels. We provide a culture that promotes transparency and flexibility and is fulfilling and purposeful. Our work environment has helped create an engaging workplace that enables individuals to realise their potential.

To promote a culture of ethics, trust, respect, openness & collaboration, periodic connect, including Townhalls, NOVA sessions etc with employees are conducted to address concerns in a systematic manner. ICRA implements a quarterly engagement calendar to keep employees motivated and engaged. To revitalise the work environment, we actively promote a culture of celebration and success at work. We provide regular extended support with our employee-friendly policies like Work from Home, transport support guidelines, creche support for employees' children, maternity-related benefit for our women colleagues and employee assistance programmes. We have a structured rewards and recognition programme called 'iStrive' on a half-yearly basis. The aim is to appreciate and thank all performance enthusiasts who continually strive to make a difference to the Company through ICRA's Digital R&R platform – Applaud.

We reward people fairly, equitably and consistently in accordance with their value to the organisation. Our reward management strategy adopts a 'total reward' approach which emphasises the importance of considering all aspects of reward as a coherent whole, integrated with other Human Resource (HR) initiatives designed to achieve the motivation, commitment, engagement and development of employees. Deserving employees, who demonstrate high performance and potential, are eligible to participate in the long-term/deferred incentive plan focused on retaining critical talent in the Company. We continually benchmark the compensation with the industry and the competition it offers.

### F. Internal Control Systems and their Adequacy

The Management is responsible for establishing and maintaining controls and procedures for the Company, following the review by the Audit Committee and the Board of Directors. Accordingly, the Management has designed such controls and procedures, or caused such controls and procedures to be designed under its supervision, as to ensure that material information relating to your Company, including its subsidiaries, is made known to the Management by others within those

## Management Discussion and Analysis Report

entities. It has also designed such internal control over financial reporting or designed such internal control over financial reporting under its supervision, to provide reasonable assurance regarding the reliability of the financial statements.

(An overview of Internal Control Systems and their adequacy, is presented in the section titled Internal Control System and their Adequacy in the Directors' Report.)

### G. Discussion on Financial Performance with respect to Operational Performance

The key features of the Company's financial performance for the year ended March 31, 2021 are presented in the accompanying financial statements, which have been prepared in accordance with the Indian Accounting Standards (referred to as IndAS) as prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Companies Act, 2013 (the "Act"). The financial statements have been prepared on a historical cost basis and on an accrual basis, except for certain financial instruments, which are measured at fair value at the end of each reporting period. ICRA's Management accepts responsibility for the integrity and objectivity of these financial statements.

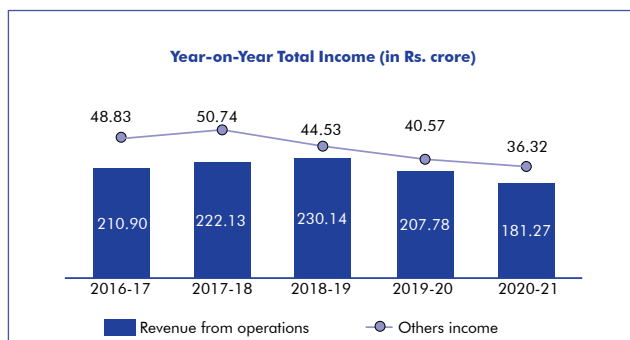
The financial information discussed in this section is derived from the Company's audited financial statements.

#### I. Results of operation

The financial performance of the Company is summarised as under:

##### (a) Incomes

Particulars	(in Rs. crore)		
	2019-20	2020-21	Growth (%)
Revenue from operations	207.78	181.27	(13%)
Other income	40.58	36.32	(10%)
<b>Total Income</b>	<b>248.36</b>	<b>217.59</b>	<b>(12%)</b>



In terms of business segments, during 2020-21, operating revenue declined in both the bank loan rating business and the non-bank loan ratings business as a result of low credit growth and competitive market. The revenue decrease was largely driven by the reduction in structured finance ratings volumes, which were impacted by risk aversion from investors arising concern on collections due to the COVID-19 pandemic. The revenue from both the corporate and financial sectors also reduced in the year.

Bank loan ratings accounted for 36% of the operating revenues for 2020-21 as compared to 33% for 2019-20. The Company added new issuers and borrowers to its list of rated clients during the year under review.

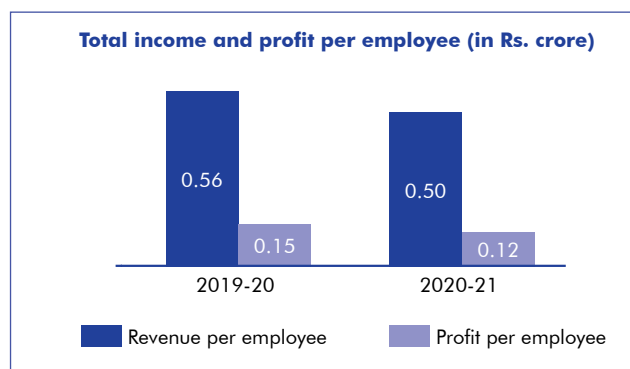
##### Other income

Other income primarily consists of dividend received from subsidiary companies, interest income on fixed deposits and investments, gain on financial assets carried at fair value through profit or loss and rental income. A significant portion of the Company's investments are in the form of bank deposits (current and fixed); other income in 2020-21 decreased by 10% from the previous year, primarily driven by lower income on FDs and CDs, partially offset by profit on sale of assets.

## Management Discussion and Analysis Report

### Expenses

(in Rs. crore)			
Particulars	2019-20	2020-21	Growth (%)
Employee benefit expense	105.11	110.04	5%
Finance costs	1.66	1.73	4%
Depreciation and amortisation	5.38	5.25	(2%)
Other expenses	44.16	28.91	(35%)
<b>Total expenses</b>	<b>156.31</b>	<b>145.93</b>	<b>(7%)</b>



**Employee benefits expenses** increased 5% to Rs. 110.04 crore in 2020-21 from Rs. 105.11 crore in 2019-20. The increase in employee benefit expenses was primarily due to increase in incentive plan expense and staff welfare expenses in 2020-21, partially offset by the decrease in salaries and allowances. Employee benefit expenses, as a percentage of revenue from operations, increased during the period under review as compared with the previous fiscal.

Your Company's revenues from operations and profit after tax per employee decreased during 2020-21 as compared to 2019-20.

**Depreciation and amortisation expenses** decreased by 2% during 2020-21 over the previous fiscal due to depreciation on written down value method and no material addition.

**Other expenses** decreased by 35% during 2020-21 over the previous fiscal, mainly because of the absence of additional audit fees and lower legal and professional charges which were incurred in 2019-20, on account of incremental efforts incurred in relation with regulatory matters. There were also savings realised in travel expenses, driven by pandemic-led restrictions. The Company's contribution towards Corporate Social Responsibility (CSR) as prescribed under Section 135 of the Act, was also lower in 2020-21, and reduced from Rs. 3.10 crore in 2019-20 to Rs.1.89 crore in 2020-21. The Company contributed Rs. 100.00 lakh to the Prime Minister's Citizen Assistance and Relief in Emergency Situations Funds (PM CARES Fund) which resulted in an excess of Rs. 71.26 lakh spent over the obligations in 2019-20. Out of excess spent, Rs. 36.03 lakh has been offset against the obligation of 2020-21 and balance of Rs. 35.23 lakh will be offset with next years' obligation as per applicable provisions. Other expenses as a percentage of total income decreased during the period under review as compared with the previous fiscal.

**Total expenses** decreased by 7% to Rs. 145.93 crore in 2020-21 from Rs. 156.31 crore in 2019-20.

### II. Property, plant and equipment

Property, plant and equipment (net) of the Company were as under:

(in Rs. crore)			
Particulars	As on March 31, 2020	As on March 31, 2021	Growth (%)
Buildings	6.32	5.99	(5%)
Computers and data processing units	0.63	0.64	2%
Furniture and fittings	0.73	0.56	(23%)
Office equipment	0.25	0.16	(36%)
Electrical installation and equipment	0.30	0.22	(27%)
Vehicle	0.13	0.02	(81%)
Leasehold improvements	0.87	0.52	(40%)
Right-of-use assets – building	19.56	16.50	(16%)

## Management Discussion and Analysis Report

<b>Total</b>	<b>28.79</b>	<b>24.61</b>	<b>(15%)</b>
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Your Company during 2020-21 added Rs. 1.61 crore to gross block, comprising Rs 0.67 crore in computers and data processing units, Rs. 0.02 crore in furniture and fittings, Rs. 0.01 crore in office equipment and Rs. 0.91 crore in Right-of-use-assets-building. During the period under review, your Company deducted Rs. 1.29 crore from the gross block on the disposal of various assets.

### III. Intangible assets

(in Rs. crore)

Particulars	As on March 31, 2020	As on March 31, 2021	Growth (%)
Computer software	0.03	0.26	941%
Intangible assets under development	1.88	2.33	24%

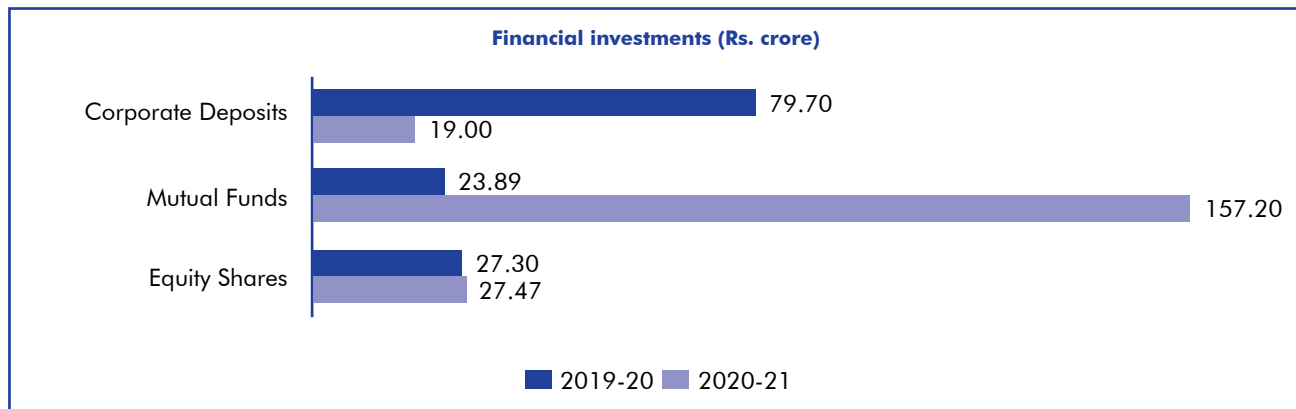
Your Company has Rs. 2.33 crore of intangible assets under development, which include software tools and applications that the Company plans to use to support operations, as at March 31, 2021.

### IV. Financial assets

Financial assets mainly consist of investments, loans, trade receivables, cash and cash equivalents, bank balances and interest accrued on deposits etc.

#### (a) Investments (current and non-current)

##### Investment Profile



(in Rs. crore)

Particulars	As on March 31, 2020	% of Total	As on March 31, 2021	% of Total	Growth (%)
<b>Non-Current Investments:</b>					
<b>(A) Investments in Equity Instruments</b>					
In Equity Shares of Subsidiaries and Others	42.27	32%	42.45	21%	0%
Less: Diminution due to change in carrying value of investments	(14.97)	(11%)	(14.97)	(7%)	0%
<b>Sub Total (A)</b>	<b>27.30</b>	<b>21%</b>	<b>27.47</b>	<b>13%</b>	<b>1%</b>
<b>(B) Investments in Mutual Funds</b>					
In Other Plans	23.89	18%	157.20	77%	558%
<b>Sub Total (B)</b>	<b>23.89</b>	<b>18%</b>	<b>157.20</b>	<b>77%</b>	<b>558%</b>
<b>(C) Total Non-Current Investments (A+B)</b>	<b>51.19</b>	<b>39%</b>	<b>184.68</b>	<b>91%</b>	<b>261%</b>
Current Investments:					
<b>(D) Investment in Corporate Deposits</b>	<b>79.70</b>	<b>61%</b>	<b>19.00</b>	<b>9%</b>	<b>(76%)</b>

## Management Discussion and Analysis Report

<b>(E) Total Current Investments (D)</b>	79.70	61%	19.00	9%	(76%)
<b>Total Investments (C+E)</b>	<b>130.89</b>	<b>100%</b>	<b>203.68</b>	<b>100%</b>	<b>56%</b>

The Company deploys its internal accruals and surplus funds primarily in mutual funds, fixed deposits and corporate deposits as per its investment policy approved by the Board of Directors. The Investment Committee decides from time to time the overall investment in each category, based on the market conditions. The Audit Committee reviews investments made by the Company along with applicable limits and current ratings of the instruments or/and counterparties. The Total Investments as of March 31, 2021 increased as the Company reallocated some of the funds to mutual funds in the year under review. Some of these funds were parked in cash balances and deposits in the previous year.

### (b) Loans, trade receivables, cash & cash equivalents and bank balances and other financial assets

(in Rs. crore)

Particulars	As on March 31, 2020	As on March 31, 2021	Growth (%)
<b>Non-current</b>			
<b>(a) Loans</b>	3.79	4.04	7%
<b>(b) Other financial assets</b>	7.75	115.36	1388%
<b>Current</b>			
<b>(c) Loans</b>	0.22	0.12	(46%)
<b>(d) Trade receivables</b>			
Receivables	37.05	18.44	(50%)
Allowances for doubtful receivables	(3.66)	(2.45)	(33%)
<b>Net trade receivables</b>	33.39	15.99	(52%)
Trade receivables as % of operating income	16%	9%	
<b>(e) Cash &amp; cash equivalents and bank balances</b>	435.24	323.41	(26%)
<b>(f) Other financial assets</b>	21.87	8.83	(60%)

**Non-current loans** include security deposits.

**Other non-current financial assets** consist mainly of bank deposits with maturity for more than 12 months from the reporting date, which increased from Rs. 7.69 crore as of March 31, 2020 to Rs. 114.55 crore as of March 31, 2021.

**Net trade receivables** were Rs. 15.99 crore as on March 31, 2021 as against Rs. 33.39 crore as on March 31, 2020. The decrease in trade receivables was because of the Company's sustained efforts to improve its collection cycle. Trade receivables as a percentage of operating income decreased from 16% during 2019-20 to 9% in 2020-21.

**Cash & cash equivalents and bank balances** as on March 31, 2021 was Rs. 323.41 crore as against 435.24 crore as on March 31, 2020. The cash and cash equivalents consist of Rs. 12.50 crore in currents and Rs. 0.02 crore as cash on hand. The other bank balance consists of Rs. 310.58 crore in deposit accounts with original maturity for more than three months but less than 12 months from the reporting date, Rs. 0.12 crore in unpaid dividend account and Rs. 0.20 crore earmarked against bank guarantees.

## Management Discussion and Analysis Report

### V. Equity

#### (a) Equity share capital

Your Company has only one class of equity shares having a par value of Rs. 10 each. The capital structure of the Company is as follows:

(in Rs. crore)		
Particulars	As on March 31, 2020	As on March 31, 2021
<b>Authorised:</b>		
<b>1,50,00,000 Equity Shares of Rs. 10 each</b>	15.00	15.00
<b>Issued, subscribed and fully paid up:</b>		
<b>96,51,231 Equity Shares of Rs. 10 each (previous year)</b> <b>96,51,231 Equity Shares of Rs. 10 each</b>	9.65	9.65
<b>Equity Share Capital</b>	<b>9.65</b>	<b>9.65</b>

The issued, subscribed and paid-up capital stood at Rs. 9.65 crore divided into 96,51,231 equity shares of Rs. 10 each.

#### (b) Other equity

Other equity consists of capital reserve, capital redemption reserve, general reserve, other comprehensive income and retained earnings. Other equity of the Company stood at Rs. 604.93 crore as on March 31, 2021 as against Rs. 572.88 crore as on March 31, 2020.

### VI. Financial liabilities

(in Rs. crore)			
Particulars	As on March 31, 2020	As on March 31, 2021	Growth (%)
<b>Non-current</b>			
<b>(a) Other financial liabilities</b>	15.89	13.47	(15%)
<b>Current</b>			
<b>(a) Trade payables</b>	9.39	3.34	(64%)
<b>(b) Other financial liabilities</b>	6.88	6.63	(4%)

**Other financial liabilities-Non-current** decreased from Rs. 15.89 crore as at March 31, 2020 to Rs. 13.47 crore as at March 31, 2021. These liabilities represent the capitalisation of future lease payments on present value on account of adoption of Ind AS 116.

**Trade payables** were higher as on March 31, 2020 as compared to the current year, due to higher provision of expenses relating to legal and professional and additional audit fees to auditors, for their incremental efforts on regulatory matters, in 2019-20. Trade payables reduced to Rs. 3.34 crore as on March 31, 2021, compared to Rs. 9.39 crore as on March 31, 2020.

**Other financial liabilities-Current** decreased 4% at the end of fiscal year 2020-21 mainly due to reduction in payables to employees, deposit for vehicles and dues to related parties, partially offset by the increase in current portion of building lease liabilities.



## Management Discussion and Analysis Report

### VII. Other liabilities

Particulars	As on March 31, 2020	As on March 31, 2021	Growth (%)
<b>Other non-current liabilities</b>	0.00	0.00	
<b>Other current liabilities</b>	51.13	55.66	9%
<b>Total other liabilities</b>	<b>51.13</b>	<b>55.66</b>	<b>9%</b>

**Other current liabilities** consisting of unearned revenue, statutory dues payable and advances received from customers. Total other current liabilities increased by 9% as on March 31, 2021 as against March 31, 2020 mainly due to higher unearned revenue.

### VIII. Key financial ratios

Key financial ratios are provided in the table below.

Particulars	As on March 31, 2020	As on March 31, 2021
<b>Debtors turnover (no. of days)</b>	58	31
<b>Inventory turnover</b>	N.A.	N.A.
<b>Interest coverage ratio</b>	N.A.	N.A.
<b>Current ratio</b>	6.89	4.29
<b>Debt equity ratio</b>	N.A.	N.A.
<b>Operating profit margin (%)</b>	24.77%	19.50%
<b>Net profit margin (%)</b>	26.16%	24.33%
<b>Return on net worth (%)</b>	11.15%	8.61%

N.A.: Not applicable

There is significant change, i.e. change of 25% or more, as compared to the immediately previous financial year, in key financial ratios. The decrease in debtor's turnover (no. of days) was the result of the Company's efforts in improving its collection cycle. The decrease in current ratio was mainly due to the reduced balances with banks in deposits accounts with original maturity less than twelve months.

The operating profit and net profit margins were adversely impacted due to the decline in revenue, and are only partially offset by the reduction in total expenses. Decline in PAT has impacted the return on net worth.

## Management Discussion and Analysis Report

### H. Material Developments in Human Resources/Industrial Relations, including Number of People Employed

The Company, with a total employee strength of 419 as of year-end 2020-21, continues to accord high priority to human resource development, with emphasis on improving skill, competence and knowledge through regular virtual/online training and in-house/external professional development programmes. Besides, the Company has a consultative and participative management style, and is committed to providing the best possible work environment and facilities to employees at all levels. As a result, the relation between the employees and the management of your Company has remained harmonious till date.

On behalf of the Board of Directors

**(Arun Duggal)**

Chairman

DIN: 00024262

Place: Kasauli

Date: May 6, 2021

#### **Forward-Looking Statements May Prove Inaccurate**

*This Annual Report contains certain forward-looking statements that may be identified by words, phrases, or expressions including, but not limited to, "expected", "will", "would", "continue", "intend to", "in future", or their variations. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those reflected in the forward-looking statements. Factors that might cause such differences include, but are not limited to, those discussed under "Risks and Concerns", which is a part of the "Management Discussion and Analysis Report". Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect Management's analysis only as of the date hereof. The Company assumes no obligation to publicly update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.*

## Annexure IV

### SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021

To

The Members

**ICRA Limited**

Flat No.1105 Kailash Building,  
 11<sup>th</sup> Floor, 26 Kasturba Gandhi Marg  
 New Delhi – 110001

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ICRA Limited** (hereinafter called **“the Company”**). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2021 (“period under review”), complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2021 according to the provisions of:

- (i) The Companies Act, 2013 (“the Act”) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (“SCRA”) and the rules made thereunder;
- (iii) The Depositories Act, 1996, the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and Bye-laws framed thereunder to the extent of Regulation 76 of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following regulations prescribed under the Securities and Exchange Board of India Act, 1992 (“SEBI Act”)
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable during the period).**
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client to the extent of securities issued;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not Applicable during the period)**
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable during the period)**

(vi) As informed and certified by the Management of the Company the following regulations are specifically applicable to the Company based on their sector/ industry:

1. Securities and Exchange Board of India (Credit Rating Agencies) Regulations, 1999;
2. Securities and Exchange Board of India (Intermediaries) Regulations, 2008.

We have also examined compliance with the applicable clauses/regulations of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India and notified by the Ministry of Corporate Affairs;
- (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has substantially complied with the provisions of the Act, rules, regulations, guidelines, standards, etc. mentioned above except mentioned below:

The settlement application filed before the Securities and Exchange Board of India (“SEBI”) by the Company on 15<sup>th</sup> February, 2019 against the Show cause Notice dated 17<sup>th</sup> December, 2018 received from SEBI regarding adjudication proceedings under Rule 4 of SEBI (Procedure for holding inquiry and imposing penalties by adjudicating officer) Rules, 1995 in relation to credit rating assigned to one of its customers and the customers’ subsidiary (“the Initial SCN”), was rejected by the SEBI vide its letter dated 28<sup>th</sup> June, 2019; thereafter SEBI concluded its adjudication proceedings and vide its adjudication order dated December 26, 2019, imposed a penalty of Rs. 25 lakh on the Company under section 15HB of SEBI Act, 1992, in respect of the Initial SCN. Further SEBI has issued show cause notice (“Subsequent SCN”) dated 28<sup>th</sup> January, 2020 under section 15-1 (3) of SEBI Act, 1992, for enhancement of the penalty amount in respect of the Initial SCN.

The Management of the Company advised that the Company had filed an appeal challenging the said adjudication order (the “Impugned Order”) before Securities Appellate Tribunal (“SAT”) and deposited the penalty amount of Rs. 25 lakh as imposed vide the Impugned Order without prejudice to such appeal. Thereafter SEBI vide its order dated 22<sup>nd</sup> September, 2020, has enhanced the penalty amount to INR 1 crore on the Company under Section 15HB of SEBI Act, 1992. Thereafter the Company has filed an appeal challenging the SEBI enhancement order before the SAT and deposited the additional penalty amount of Rs. 75 lakh, without prejudice to the rights and contentions of the Company and the said appeal application was pending on March 31, 2021.

**We further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-Executive Directors and Independent Directors. Changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board meetings, agenda and detailed notes on agenda were sent in advance (and at a shorter notice for which necessary approvals obtained), and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board meetings and committee meetings held during the period under review were carried out unanimously, except the recusals, as recorded in the minutes of the meetings of the Board of Directors or committee of the Board, as the case may be.

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the audit period, no specific events/actions took place having a major bearing on the Company’s affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

For **Chandrasekaran Associates**

*Company Secretaries*

**Rupesh Agarwal**

*Managing Partner*

Membership No. A16302

Certificate of Practice No. 5673

UDIN: A016302C000219483

Date: April 30, 2021

Place: Delhi

**Notes:**

- i. The Secretarial Audit Report ("Report") is to be read with our letter of even date which is annexed as Annexure-A and forms an integral part of this Report.
- ii. Due to restricted movement amid COVID-19 pandemic, we conducted the secretarial audit by examining the Secretarial Records including Minutes, Documents, Registers and other records etc., and some of them received by way of electronic mode from the Company and could not be verified from the original records. The management has confirmed that the records submitted to us are the true and correct records. This Report is limited to the Statutory Compliances on laws/regulations/guidelines listed in our report of which, the due date has been ended/expired on or before March 31, 2021 pertaining to the Financial Year 2020-21.

## Annexure-A to the Secretarial Audit Report

To

The Members

**ICRA Limited**

Flat No.1105 Kailash Building,

11<sup>th</sup> Floor, 26 Kasturba Gandhi Marg

New Delhi - 110001

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on the random test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Chandrasekaran Associates**

*Company Secretaries*

**Rupesh Agarwal**

*Managing Partner*

Membership No. A16302

Certificate of Practice No. 5673

UDIN: A016302C000219483

Date: April 30, 2021

Place: Delhi

## Annexure IV-A

### FORM MR-3

### SECRETARIAL AUDIT REPORT

for the financial year ended 31<sup>st</sup> March, 2021

*[Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,

The Members,

#### **ICRA Analytics Limited**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ICRA Analytics Limited** (hereinafter called “the Company”).

Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

We have conducted online verification and examination of records, as facilitated by the Company, due to Covid 19 and subsequent lockdown situation for the purpose of issuing this Report.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2021, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2021, according to the provisions of:
  - (i) The Companies Act, 2013 (the Act) and the rules made thereunder.
  - (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
  - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
  - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
  - (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’): -
    - a. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
    - b. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
    - c. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018



2. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act) were not applicable to the Company under the financial year under report:
  - a. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - c. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - d. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - e. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - f. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
3. The Company is engaged in the business of outsourcing and mutual fund content, risk management solutions, fixed income content and consulting. No Act specifically for the aforesaid businesses is/are applicable to the Company.
4. We have also examined compliance with the applicable clauses of the following:
  - (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
  - (ii) The Listing Agreement(s) entered into by the **Holding** Company [(ICRA Limited) of which this Company is a material unlisted subsidiary] with Stock Exchange(s) as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. As per the information and explanations provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we report that the provisions of the Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of:
  - (i) External Commercial Borrowings were not attracted to the Company under the financial year under report;
  - (ii) Foreign Direct Investment (FDI) were not attracted to the Company under the financial year under report;
  - (iii) Overseas Direct Investment by Residents in Joint Venture/Wholly Owned Subsidiary abroad were not attracted to the Company under the financial year under report.
6. During the financial year under report, the Company has complied with the provisions of the Companies Act, 2013 and the Rules, Regulations, Guidelines, Standards, etc., mentioned above.
7. As per the information and explanations provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, we report that the Company has not made any GDRs/ADRs or any Commercial Instrument under the financial year under report.
8. We have relied on the information and representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws, and Regulations to the Company.
9. **We further report that:**
  - (a) The Board of Directors of the Company is duly constituted. Changes in the composition of Board of Directors that took place during the year under review, were carried out in compliance with the provisions of the Act.  
  
*Mr. N. Sivaraman (DIN: 00001747) was appointed as an additional, Non-Executive, Director with effect from September 4, 2020.*

(b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

(c) All the decisions of the Board and Committees thereof were carried through with requisite majority.

10. We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

For **Bajaj Todi & Associates**

**Swati Bajaj**

*Partner*

C.P. No.: 3502, ACS:13216

UDIN: A013216C000172661

Place : Kolkata

Date : 24/04/2021

## 'Annexure- A'

To,

The Members

### **ICRA Analytics Limited**

Our report of even date is to be read along with this letter.

### **MANAGEMENT'S RESPONSIBILITY**

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

### **AUDITOR'S RESPONSIBILITY**

2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.

### **DISCLAIMER**

5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards are the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Bajaj Todi & Associates**

**Swati Bajaj**

*Partner*

C.P. No.: 3502, ACS:13216

UDIN: A013216C000172661

Place : Kolkata

Date : 24/04/2021

## Annexure V

# Annual Corporate Social Responsibility Report 2020-21

### 1. Brief outline on CSR Policy of the Company

ICRA Corporate Social Responsibility ("CSR") Policy ("Policy") contains the approach and direction given by the Board of Directors of the Company, considering the recommendations of the CSR Committee ("CSR Committee"), and includes guiding principles for selection, implementation and monitoring of activities as well as formulation of the Annual Action Plan.

The Policy also act as a guideline for the Company for undertaking CSR activities in line with the Company's CSR mission within the areas and/or subjects enumerated under Schedule VII of the Companies Act, 2013 (the "Act") for supporting local communities on a variety of socially desirable activities with a view to enable high impact.

### 2. Composition of CSR Committee

Sl. No.	Name of Director	Designation/ Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Ms. Ranjana Agarwal, Chairperson	Non-Executive Independent Director	2	2
2	Mr. David Brent Platt, Member	Non-Executive Non- Independent Director	2	2
3	Mr. Michael Foley, Member	Non-Executive Non- Independent Director	2	2
4	Mr. N. Sivaraman, Member	Executive Director	2	1*

\*Mr. N. Sivaraman was appointed as member with effect from August 28, 2020.

### 3. Provide the web-link where composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.

Composition of CSR committee -

<https://www.icra.in/InvestorRelation/ShowCorpGovernanceReport/?Id=36&Title=Corporate%20Governance&Report=Composition%20of%20Committees-25-11-20.pdf>

CSR Policy: <https://www.icra.in/Home/CSR?tab=policy>

CSR Projects approved by Board: <https://www.icra.in/Home/CSR>

### 4. Provide the details of impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report).

N.A

### 5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be setoff for the financial year, if any (in Rs)
1	2020-21	from 2019-20 Rs. 71,25,883/- is available for set-off	36,02,798/-
	<b>TOTAL</b>		<b>36,02,798/-</b>

### 6. Average net profit of the company as per section 135(5): Rs. 1,12,72,09,343

### 7. a) Two percent of average net profit of the company as per section 135(5): Rs. 2,25,44,187



## Annual Corporate Social Responsibility Report 2020-21

Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Amount spent for the project (in Rs.).	Mode of implementation - Direct (Yes/No).	Mode of implementation - Through implementing agency.	
				State.	District.			Name.	CSR registration number.
3	Sponsorship programme	(ii) Promoting education	Yes	Haryana	Gurugram	13,93,858	No	Vidya Integrated Development for Youths and Adults (VIDYA)	N.A*
4	Sponsorship programme	(ii) Promoting education	Yes	Haryana	Mewat	26,25,447	No	Deepalaya	N.A*
5	Residential Learning Camp	(ii) Promoting education	No	Rajasthan	Udaipur	62,15,299	No	Seva Mandir	N.A*
6	Lake Restoration project	(iv) Ensuring environment sustainability, conservation of natural resources	Yes	Karnataka	Bangalore Urban	15,25,000	No	Eco-Watch	N.A*
<b>TOTAL</b>						<b>1,89,41,389</b>			

- (d) Amount spent in Administrative Overheads: **NIL**
- (e) Amount spent on Impact Assessment, if applicable: **N.A**
- (f) Total amount spent for the Financial Year (8b+8c+8d+8e): **Rs. 1,89,41,389**
- (g) Excess amount for set off, if any: **NIL**

Sl. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	2,25,44,187
(ii)	Total amount spent for the Financial Year	2,25,44,187 (7c +8f)
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Zero
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	NIL

9. (a) Details of Unspent CSR amount for the preceding three financial years: **NIL**

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs.)	Date of transfer.	
<b>TOTAL</b>							





## Annexure VI

### Business Responsibility Report 2020-21

#### Section A: General information about the Company

1. Corporate Identity Number (CIN) of the Company : L74999DL1991PLC042749
2. Name of the Company : ICRA Limited
3. Registered address : B-710, Statesman House, 148, Barakhamba Road, New Delhi - 110001
4. Website : www.icra.in
5. E-mail id : investors@icraindia.com
6. Financial year reported : 2020-21
7. Sector(s) that the Company is involved in (industrial activity code-wise) : Credit rating and research services, Code-66190
8. List three key products/services that the Company manufactures/provides (as on the balance sheet date)  
Rating and related Research services
9. Total number of locations where business activity is undertaken by the Company  
National: ICRA Limited ("the Company") conducts its operation through nine locations  
International: Sri Lanka and Nepal, through its subsidiary companies
10. Markets served by the Company - Local/State/National/International  
ICRA serves the Indian markets, along with the international customers through its subsidiary companies.

#### Section B: Financial details of the Company

1. Paid up Capital (INR) : Rs. 965.12 lakh
2. Total Turnover (INR) : Rs. 18,126.72 lakh
3. Total profit after taxes (INR) : Rs. 5,294.54 lakh
4. Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%) : Rs. 225.44 lakh, 2% of average net profit of the Company
5. List of activities in which expenditure in the above has been incurred:  
Please refer to Principle 8 and Annual Report on Corporate Social Responsibilities activities

#### Section C: Other Details

1. Does the Company have any subsidiary Company/companies?  
Yes
2. Do the subsidiary Company/companies participate in the BR initiatives of the parent company? If yes, then indicate the number of such subsidiary company(ies)?  
Yes, the subsidiary companies are guided by the Company and undertake initiatives as per the statutory requirements.

## Business Responsibility Report 2020-21

3. Do any other entity/entities (e.g. suppliers, distributors etc.), that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, more than 60%]

No

### Section D: BR Information

#### 1. Details of the Director/Director responsible for BR

##### a) Details of the Director/Directors responsible for implementation of the BR policy/policies

- DIN Number: 00001747
- Name: Mr. N. Sivaraman
- Designation: Managing Director & Group CEO

##### b) Details of the BR head

S. No	Particulars	Details
1.	DIN Number (if applicable)	00001747
2.	Name	Mr. N. Sivaraman <sup>1</sup>
3.	Designation	Managing Director & Group CEO
4.	Telephone number	22-61143400
5.	E-mail id	n.sivaraman@icraindia.com

<sup>1</sup>appointed BR Head effective, from February 5, 2021

#### 2. Principle-wise (as per NVGs) BR policy/policies (Reply in Y/N) (please refer Annexure 1 to know about the Principles)

S. No	Questions	P	P	P	P	P	P	P	P	P
		1	2	3	4	5	6	7	8	9
1.	Do you have a policy/policies for	Y	Y	Y	Y	Y	Y	Y	Y	Y
2.	Has the policy been formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3.	Does the policy conform to any national/international standards?	Y	Y	Y	Y	Y	Y	Y	Y	Y
4.	Has the policy been approved by the Board?	Y	Y	Y	Y	Y	Y	Y	Y	Y
	If yes, has it been signed by MD/owner/CEO/ Board of Director?	Y	Y	Y	Y	Y	Y	Y	Y	Y
5.	Does the Company have a specified committee of the Board of Directors/Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
6.	Indicate the link for the policy to be reviewed online	<a href="https://www.icra.in/RegulatoryDisclosure/Index">https://www.icra.in/RegulatoryDisclosure/Index</a>								
7.	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y

## Business Responsibility Report 2020-21

S. No	Questions	P	P	P	P	P	P	P	P	P
		1	2	3	4	5	6	7	8	9
8.	Does the Company have an in-house structure to implement the policy/policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
9.	Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholders' grievances related to the policy/policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10.	Has the Company carried out independent audit/evaluation of the working of this policy by an internal or external agency?	Y	-	-	-	-	-	-	-	-

### 2a. If answers to S.no.1 against any principle, is 'No', please explain why: (Tick up to 2 options)

S. No	Questions	P	P	P	P	P	P	P	P	P
		1	2	3	4	5	6	7	8	9
1.	The Company has not understood the Principles	N.A								
2.	The Company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles									
3.	The Company does not have financial or manpower resources available for the task									
4.	It is planned to be done within next 6 months									
5.	It is planned to be done within the next 1 year									
6.	Any other reason (please specify)									

### 3. Governance related BR

- Indicate the frequency at which the Board of Directors, Committee of the Board or CEO assess the BR performance of the Company. Within three months, three to six months, annually or more than one year.

Annually

- Does the Company publish a BR or a Sustainability Report? What is the hyperlink for reviewing this report? How frequently is it published?

Yes, the BR Report is published annually. The BR Report of the Company for 2020-21 is uploaded on the Company's website, [www.icra.in](http://www.icra.in), hyperlink is as under: <https://www.icra.in/Home/CSR>

### Section E: Principle-wise performance

#### Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

- Does the policy relating to ethics, bribery and corruption cover only the Company? Does it extend to the Group/Joint Ventures/Suppliers/Contractors/NGO/Others?

ICRA requires its employees and directors to conduct themselves according to the highest standards of integrity and ethics in all their business activities. We firmly believe that ethical conduct is good for business performance because it is essential for maintaining a relationship of trust with our customers. Our business conduct is also regulated by and in compliance with many laws relating to fraud, deceptive acts, bribery and corruption, consumer protection, competition,

## Business Responsibility Report 2020-21

unfair trade practices, and property, including intellectual property such as patents, trademarks and copyrights. With this conviction, the Company has in place a Code of Business Conduct ("Code") which is adopted by all its subsidiaries as well. The Code details ICRA and its subsidiaries' commitment towards maintaining a high standard of integrity and considers ethics and values as an integral part of the way the business is conducted. The Company has zero tolerance for bribery and corruption, therefore, it has adopted the Anti-Bribery & Anti-Corruption Policy (the ABAC Policy) which is also applicable to its subsidiaries. The ABAC Policy sets forth the obligations that every employee(s) needs to abide by and encourages employees to take necessary steps to report any act of suspicion to the compliance department. For service providers and vendors, compliance of anti-corruption laws is mandatory, and they need to maintain accurate financial records and promptly notify ICRA of any possible violation(s) of such laws and co-operate with any investigations or audits by ICRA for such potential violation(s).

To enhance market understanding and confidence, ICRA has also adopted the Code of Professional Conduct that articulates the standards of: maintaining high quality and integrity in the rating process; managing any conflict of interest; responsibilities to the investing public and issuers; and governance, risk management and training. Moreover, ICRA also has in place a Code of Conduct for the members of the Board of Directors and the Senior Management, which enshrines the scope and extent of their duties. Regular trainings and communications have taken place and continue to be planned to create awareness and educate employees about their responsibilities under the applicable codes. Additionally, there are separate guidelines to deal with any conflict of interest for investment/trading in securities. Any contravention of these guidelines is subjected to disciplinary action and appropriate reporting.

ICRA supports an open-door communication and encourages employees to resolve grievances that involve the work environment by holding discussions with immediate supervisors or other senior managers. ICRA has, therefore, adopted a Whistle-Blower Policy and Grievance Redressal Mechanism in this regard. ICRA has established a vigilance and grievance redressal mechanism whereby directors and employees are encouraged to report unethical or improper activities through established channels, enabling an ethical and corruption free work environment. Employees may report any grievances, suspected/actual violations of any laws or Company codes or policies by another employee, etc., to appropriate authorities under this policy. All grievances/complaints that are reported are resolved by or under the direction of the ICRA Grievance Committee and/or nominee appointed by the ICRA Grievance Committee. The committee consists of 'EVP & Regional Head-West', 'Head, Human Resources' and 'General Counsel'. Under the Whistle-Blower Policy (capitalised terms used in this paragraph without definition shall have the respective meanings ascribed in the Whistle-Blower Policy), any unethical and/or improper malpractices and/or events reported on the ICRA Integrity Hotline or otherwise will be thoroughly investigated under the supervision of the Managing Director, by any Investigator(s) appointed by the Managing Director, unless the complaint is against any Director, in which case, it will be thoroughly investigated by the Investigator(s) appointed and supervised by the chairperson of the Audit Committee, or if the complaint is against the chairperson of the Audit Committee, in which case, then it will be thoroughly investigated by the Investigator(s) appointed and supervised by the chairman of the Company. In any case, the Investigator(s) shall conduct an enquiry to ascertain the truth contained in the concern or complaint, if any, and shall authorise any person to collect the necessary supporting evidence to consider the facts and circumstances thereon. Notwithstanding the foregoing, no investigation need be conducted under this Policy in relation to any such reported event that is also the subject of a separate investigation under any Code.

2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.

In this financial year, 38 stakeholder complaints were received and 100% of the complaints have been resolved. For details on shareholders/investors complaints and resolution, refer to the 'Stakeholders Relationship Committee' section under Corporate Governance Report of this Annual Report.

### **Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their lifecycle**

1. List up to three of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.

## Business Responsibility Report 2020-21

ICRA had several products and services other than credit rating of securities that helped towards promoting sustainable sources of energy and, also, towards building sustainable businesses. Pursuant to the SEBI (Credit Rating Agencies) (Amendment) Regulations, 2018 along with its subsequent amendment(s) and clarifications issued by SEBI from time to time in this matter, a credit rating agency shall not carry out gradings and other related non-rating activities with effect from May 30, 2020. These activities have hence been transferred to our wholly owned subsidiary, ICRA Analytics Limited.

During the period under review, ICRA, till May 30, 2020, and subsequently ICRA Analytics Limited, carried out Solar Power rating for solar firms under the aegis of the Ministry of New and Renewable Energy (or MNRE). The entities rated included system integrators (SI) as well as renewable energy service companies (RESCO) for both solar photovoltaic and solar thermal applications. The Government of India has set a target of 100GW by 2022, a significant portion of which must be achieved from Grid Interactive Solar Rooftop PV plants players. To achieve the desired objective, it is crucial to identify and promote those firms which have the capacity and capability to undertake these projects. By rating solar companies, the Company provided reliable third-party opinion which could be used by end-users and investors while making decisions, thereby promoting renewable and sustainable sources of energy.

During financial 2020-21, we also carried out ESCO grading till May 30, 2020, and subsequently by ICRA Analytics Limited, for companies which were involved in a performance-based contract with a client to implement measures which reduced energy consumption, under the aegis of the Bureau of Energy Efficiency (BEE). The ESCOs carried out energy audits and implemented energy efficiency practises in serviced organisations. Energy efficiency is recognised as one of the most cost-effective solutions to meet the growth in energy demand. Since there are savings in energy consumption, which otherwise would have been generated from fossil fuel-based generation, energy efficiency also plays a vital role in promoting sustainability and at the same time mitigates climate change. This apart, energy efficiency paves the way for the current economic development without compromising on future resource availability. By carrying out ESCO grading, ICRA provided reliable third-party opinion which can be suitably used by end-users and investors while taking decisions, thereby promoting energy efficiency.

ICRA also carried out grading of Micro Finance Institutions in India till May 30, 2020, which is an opinion on the relative capability of the Microfinance Institution (MFI) concerned to manage its microfinance activities in a sustainable manner. ICRA formed an opinion on an MFI's business risk by analysing, among other factors, an MFI's operating environment, governance structure, management and systems, scalability (in relation to business plans), and asset quality. Financial risk is assessed through an evaluation of factors including the MFI's liquidity position, funding policies, capitalisation profile and profitability.

By doing an MFI Grading, ICRA helped in the development of a healthy micro finance business that is critical for financing of Self Help Groups (SHGs) and small businessmen. A stronger MFI network ensures sustained livelihood for people in the rural and semi-urban locations.

ICRA also offered Microfinance Social Performance Assessment (SPA) till May 30, 2020 which was designed to measure the social performance of a microfinance institution (MFI) based on an analysis of the manner in which the institution oversees, manages and monitors its performance to achieve its social mission. An MFI that performs better on the SPA has a higher likelihood of positively affecting the lives of its customers.

The SPA provides a transparent and comparable means of highlighting an MFI's strengths and weaknesses in terms of social performance, while also providing investors with the information needed to make more informed socially-oriented investment decisions

2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):
  - i. Has reduction during sourcing/production/distribution been achieved since the previous year throughout the value chain?  
N.A
  - ii. Has reduction during usage by consumers (energy, water) been achieved since the previous year?  
N.A

## Business Responsibility Report 2020-21

3. Does the Company have procedures in place for sustainable sourcing (including transportation)?

i. If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.

ICRA, being a credit rating agency, is relatively less resource-intensive in terms of material sourcing. Our major requirements are office or IT-related material

4. Has the Company taken any steps to procure goods and services from local and small producers, including communities surrounding their place of work?

If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

To make the procurement of goods and services in a prudent manner, ICRA has adopted a procurement policy that ensures high-value procurement. While evaluating vendors, the Company encourages in providing opportunities to local and small vendors. While carrying out business with them, the Company ensures to make timely payments and if required during the bulk procurement, support is also extended in the form of an advance payment.

5. Does the Company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also provide details thereof, in about 50 words or so.

In ICRA, we have pledged to conserve environment through e-waste management by giving away corporate e-waste (old computers and peripherals) every year to e-waste management agencies as part of our little contribution to the environment. Due to Covid-19, we have not done any e-waste activity this year, to keep older asset laptops and desktops for emergency purposes. The Company also demonstrates its commitment through paper recycling. We carry out recycling through a partnership with Via. Green, a Government of India (DIPP) and approved CSR agency. In this financial year, due to Covid-19 and in a work-from-home scenario we were unable to conduct the paper recycling processes.

### Principle 3: Businesses should promote the well-being of all employees

At ICRA, we put the employee first and strive to continuously enhance and provide an enriching employee experience. This inspires employees to give their best and make the most of open learning situations, growth opportunities and participate in organisational activities. The ICRA workplace culture is built on ethics, trust, respect, openness and collaboration. To promote such a culture, ICRA celebrates monthly themes & key festivals like Virtual Game loads, Independence Day, Diwali Celebrations, Winter Festival – Christmas & New Year, Appreciation Campaign, etc.

To revitalise the work environment, we actively promote a flexible culture of celebration and success at work and mark employees' birthdays & service anniversaries on digital platform, conduct quiz competitions, virtual team- building activities, etc. To support women at ICRA, we celebrate International Women's Day with key emphasis on support and care for our women colleagues. At ICRA, we lay strong emphasis on employee care, well-being and safety.

To ensure maximum support and flexibility amidst the current world pandemic crisis, ICRA has taken necessary precautionary measures to curb the situation, like: setting up of Emergency Covid-19 Response Teams to provide regular updates on the situation; proactively activating BCP plans and implementing Dedicated HR Hour, Pulse Meets & Virtual Engagement Activities to engage employees, Employee Assistance Programmes to provide psychological help & support, and Health Declaration of Employees to keep track of their well-being.

Apart from this, to provide regular extended support, we have a Work-From-Home policy in place, transport support guidelines, creche support for employee's children and advance Maternity Leave for our women colleagues. The Company fosters a friendly, supportive and safe work environment. The Company prohibits sexual harassment and believes that all employees have the right to be treated with dignity and respect. An Internal Complaints Committee is constituted in

## Business Responsibility Report 2020-21

accordance with the Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act, 2013. ICRA takes considerable effort and ensures employees are aware of the POSH Act through e-learning programmes and workshops.

ICRA provides equal employment opportunities and firmly believes in empowering and nurturing talent. Being focused and result-oriented are ingrained in ICRA employees. The Company believes in growing leadership and promoting talent internally. ICRA recruits, hires, employs, trains, promotes and compensates individuals based on job-related qualifications and abilities. To provide learning opportunities, ICRA has an Internal Job Posting Process, which recognises that an individual must be given the right opportunities to develop as a professional.

To attract, motivate and retain our valuable talent we reward employees based on performance and merit. Deserving employees are eligible to participate in the Long-term/deferred incentive plan focused on retaining critical talent in the Company. Additionally, the Company invests in an employee's training and development, which also results in the overall improved performance of the Company. We run leadership programmes to ensure our top leadership is equipped to handle large and diverse teams. We also encourage employees to use the online training platform – Intuition - for technical and soft skill upgradation as part of their self-development.

This year, we had a systematic virtual on-boarding programme to equip new hires with adequate information and skills required to be purposeful at work. To ensure that new employees feel welcomed at the workplace we have a focused intervention called NOVA Chats, which is a virtual engagement programme with new hires who have completed 60 days – primarily to gather their feedback and ensure integration within the firm. For recognition, we have a structured half-yearly rewards programme, i-strive, to appreciate and thank all performance enthusiasts who continually strive to make a difference in the Company.

Recognition in the Company is not confined to a top-down phenomenon and employees are encouraged to appreciate subordinates, peers and seniors. As an addition to this, we have launched a social recognition tool – 'Applaud' to all employees for idea generation, open interaction, appreciation & collaboration across levels. Employee Interest Groups are formed which are volunteered by employees and spearheaded by sponsors aiming at interaction within the organisation. Groups like ICRA Social, Wellness and the Environment & Sustainability are formed to pursue initiatives on social and environment-related concerns.

ICRA is committed to complying with all environmental, health and safety laws and regulations of the country and localities in which we do business. The Company believes it is our obligation to respect the environment in the worldwide communities where we operate and live. We are committed to operating in a way that protects and preserves our environment and nature.

1. Please indicate the total number of employees.  
419 on roll
2. Please indicate the total number of employees hired on temporary/contractual/casual basis.  
19 off roll
3. Please indicate the number of permanent women employees.  
133
4. Please indicate the number of permanent employees with disabilities.  
Zero
5. Do you have an employee association that is recognised by the management?  
N.A



## Business Responsibility Report 2020-21

6. What percentage of your permanent employees consist of the members of this recognised employee association?  
N.A

7. Please indicate the number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.

S. No.	Category	No. of complaints filed during the financial year	No. of complaints pending as on end of the financial year
1.	Child labour/forced labour/involuntary labour	The Company does not hire child labour, forced labour or involuntary labour. No complaint	Not Applicable
2.	Sexual harassment	Zero	Not Applicable
3.	Discriminatory employment	Zero complaints, there is no discrimination in the recruitment process of the Company.	Not Applicable

8. What percentage of your under-mentioned employees were given safety & skill upgradation training last year?

Employee safety is of prime importance to us. The Company conducts quarterly fire safety trainings, and evacuation drills for employees across all branches. Employees are sensitised about the safety norms and they are also educated, and demonstrations are held on the use of fire-fighting equipment. Due to Covid-19 pandemic and employees' work-from-home schedules such training could not be conducted. However, in the coming year ICRA will continue to focus on equipping employees with the requisite knowledge and skill. However, 84% of employees were given domain & skill upgradation training.

### Principle 4: Businesses should respect the interest of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised

1. Has the Company mapped its internal and external stakeholders?

ICRA believes that building strong relationships with the stakeholders by engaging them on an equitable basis helps grow our business. We acknowledge their contribution in achieving each milestone and enabling us to create a value-driven business. Our key stakeholders are our shareholders, employees, vendors, customers and regulators. For transparency, we have established a mechanism for communication with all our stakeholders. We conduct shareholder meetings, share information about the Company's performance and key developments on the Company's website and disseminate relevant information timely to external stakeholders through a defined medium.

The employees are the assets of our Company and we value their dedication and their discretionary effort to help the Company succeed, and we endeavour to provide them a safe, healthy, cultured, and competitive environment. We acknowledge their strengths and, therefore, to enhance their knowledge, we provide regular learning opportunities. To have two-way communication with employees, we have platforms like town hall meetings, pulse meet sessions, NOVA chat sessions, etc. so that every employee can interact with the senior management team. Employees are also motivated to participate in various engagement opportunities that are highlighted in Principle 3.

Customers are the lifeblood of our business and we take pride in providing quality and valued services to them. To strengthen the relationship with our customers, we have various communication channels. In addition to having regular interactions with them we also share insights on recent economic, financial, infrastructure, sectoral matters and other developments through the ICRA insight-newsletter, seminars and regular webinars.

2. Out of the above, has the Company identified the disadvantaged, vulnerable and marginalised stakeholders?  
N.A.

3. Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalised stakeholders? If so, provide details thereof, in about 50 words or so.

Please refer Principle 8

## Business Responsibility Report 2020-21

### Principle 5: Businesses should respect and promote human rights

1. Does the policy of the Company on human rights cover only the Company or extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?

We believe that all employees of ICRA and its subsidiaries have the right to be treated equally with dignity and respect. We respect human rights and appropriate action is taken in case of infringement. The Company recruits, hires, employs, trains, promotes and compensates individuals based on job-related qualifications and abilities. ICRA and its subsidiaries also have a longstanding policy of providing a work environment that respects the dignity and worth of each individual and is free from all forms of unlawful employment discrimination, including harassment because of race, color, gender, age, religion, national origin, citizenship, marital status, sexual orientation, gender identity, genetic information, disability or any other characteristic protected by law. Our goal is to build an organisational environment that encourages the full participation of all members of our diverse workforce and enables everyone to use the full range of their talents, skills and abilities to serve our customers. Unlawful discrimination and harassment, including sexual harassment, discriminatory harassment, and other workplace conduct prohibited by local law is not tolerated. This prohibition applies to all unlawful discrimination and harassment occurring in the work environment, whether in the office, at customer-related or ICRA-related events outside the office, or using Company resources, including electronic mail, voice mail and the internet. If an employee says that he or she has been subjected to or has witnessed discrimination or harassment in the workplace by a non-employee, the employee will be informed of the ICRA policy and appropriate corrective action and preventive steps will be taken.

2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?

Please refer to Principle 1, 3 & 9

### Principle 6: Businesses should respect, protect, and make efforts to restore the environment

1. Does the policy related to Principle 6 cover only the Company or extend to the group/joint ventures/suppliers/contractors/NGOs/Others?

ICRA and its subsidiaries are committed to complying with all environmental, health and safety laws and regulations of the country and localities in which we do business. The Company believes it is our obligation to respect the environment in the worldwide communities where we operate and live. We are committed to operating in a way that protects and preserves our environment and natural resources and maintains a healthy, safe and environmentally-sound workplace.

2. Does the Company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc.

The Company is extremely conscious of its operations and has taken some initiatives in the limited space. We manage our operations to make optimum use of resources. E-waste' (end-of-life electrical and electronic equipment products), given its environmental and health hazards, has become a long-term, serious social problem and an environmental threat, which needs immediate attention. E-waste contains toxic and hazardous materials and chemical flame retardants, which has the potential to leak into the soil and water. To conserve natural resources and energy, needed to produce new electronic equipment from virgin resources, electronic equipment can be refurbished, reused, and recycled instead of being land filled. The Company consciously monitors to take steps like using cloud-based servers to reduce energy consumption, endorsement of various environment awareness campaigns, making use of reusable cups and plates, encouraging employees to make use of platforms like video conferencing and audio chatting, installation of LED lights etc.

3. Does the Company identify and assess potential environmental risks? Y/N

No

## Business Responsibility Report 2020-21

4. Does the Company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?  
No
5. Has the Company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.  
Please refer principle 6 point 2. Due to Covid-19 scenario we have not done any other initiatives this year.
6. Are the emissions/waste generated by the Company within the permissible limits given by CPCB/SPCB for the financial year being reported?  
N.A
7. Number of show cause/legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on the end of Financial Year.  
N.A

### **Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner**

1. Is the Company a member of any trade and chamber or association? If Yes, name only those major ones that your business deals with:  
Key memberships are with FICCI, CII, Assocham and PHD Chambers of Commerce.
2. Have you advocated/lobbied through the above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)  
No, ICRA's relationship with these trade bodies are purely based on knowledge sharing.

### **Principle 8: Businesses should support inclusive growth and equitable development**

1. Does the Company have specified programmes/initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.

Yes, the Company and its group companies have been undertaking various activities under Corporate Social Responsibility ("CSR"), in compliance with Section 135 of the Companies Act, 2013 (the "Act") read with Schedule VII of the Act. The policy has been laid down and the Annual Plan is prepared and implemented under the guidance of the CSR Committee and the Board of the Company. We aim to impact the lives of people through various education, skill development & livelihood and environmentally-sustainable projects. Each programme has its own monitoring system and a mechanism that ensures transparency and quality. To create a much larger impact, the Company provides ICRA employees a platform to contribute and engage in the CSR activities. Under the volunteering initiative, we conduct various activities that help in strengthening the projects. Through this medium we also ensure that each employee is deeply aware of the social concerns and his/her duties towards society. It helps in embedding social responsibility into the system thus making the idea of CSR sustainable.

The brief details about the projects are as follows:

- a) Digital Inclusion for young Aspirants (DIYA): DIYA provides the disadvantaged youth with in-demand employment skills and provides an opportunity to learn through various technology support. All the course curriculum is uploaded in a Cloud Learning Management System and is conducted through an online portal, which comprises audio-video animation and live screen recordings, that make the courses interesting and easy to understand

## Business Responsibility Report 2020-21

for an individual. It is a three-month course for a student who focuses on developing job skills. The programme provides foundation training in IT skills, workplace English and workplace readiness and subject-specific training like Financial Management, Retail Management, Tally & Hardware and Networking etc. This project was started in November 2015 with the Anudip Foundation with 120 students and now annually it trains 500 students through two centres in rural West Bengal.

- b) The Residential Camp (RLC): In the rural districts of Rajasthan, the poverty and lack of quality school facilities wean away many children from schools. This camp is designed to bridge the learning gap and provide an accelerated curriculum so that these children can complete their education through the one-year residential camp. Over the period of one cycle, 3 camps are conducted for 55-60 days each. These camps provide basic literacy skills, operations of maths and personal hygiene, it also focuses on regular health check-ups, co-curricular activities like sports, cultural programmes like dancing and singing and computer basics. This year ICRA extended its support to three camps for 150 children. This project is being implemented in collaboration with Seva Mandir.
- c) Sponsorship Programme: The other notable projects being run along with Vidya Integrated Development for Youths and Adults (VIDYA), Gurgaon and Deepalaya, Mewat - provides education to underprivileged children. Under this project, students are encouraged to achieve their full potential in the academic, creative, physical, emotional, spiritual and moral sphere. ICRA is currently sponsoring 241 students under this programme.
- d) Women Entrepreneurship programme: The project has a holistic approach to women's entrepreneurship development, incorporating financial education, business management and local livelihood skills. The approach aims to make these enterprises run by these rural women in Gujarat sustainable by providing skills that utilise local knowledge and resources so that their household income is enhanced. ICRA is committed to train 700 women this year with Friends of WWB, India as an implementing partner.
- e) Lake Restoration project: ICRA, with the main objective of improving & enhancing the water-holding capacity of the Singahalli lake, designed its lake restoration project under its newly incorporated intervention of environment sustainability. The project will be completed in two phases resulting in better cropping patterns, more productivity of the land, more water-holding capacity and reduction in water wastage near the area.
- f) Covid -19 Emergency Initiative: As responsible citizens, we have also contributed a part of our CSR budget to the PM CARES (Prime Minister's Citizen Assistance and Relief in Emergency Situations) Fund.

2. Are the programmes/projects undertaken through in-house team/own foundation/external NGO/government structures or any other organisation?

Each project is implemented through partners who have the strength, expertise and experience in their respective thematic areas. The rigorous protocol of conducting due diligence is followed in finalising the like-minded partner. Please refer the above point to know more about the partners.

3. Have you done any impact assessment of your initiative?

Each CSR project is result-oriented, so a mechanism of reviewing all its initiatives is placed wherein the progress of each project is assessed on a quantitative and a qualitative parameter along with its overall impact on the beneficiaries. The desired objectives (performance parameter) of all the projects are stated at the commencement of the project and regular monitoring, review and course correction measures are taken, if required. Last financial year a third-party Impact assessment analysis and social return on investment was conducted for two of the projects i.e. RLC and DIYA. The report of the same can be generated on request.

4. What is the Company's direct contribution to community development projects - Amount in INR and the details of the projects undertaken?

The total expenditure in the financial year 2020-21 is INR 225.44 lakh. Please refer CSR Annual Report for more details.

## Business Responsibility Report 2020-21

5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so

Community development is the ultimate agenda of all the initiatives undertaken by the Company. The projects are designed to reflect the need of the beneficiaries. ICRA encourages active participation of the key stakeholders in the implementation of the projects and ensures sustainability of the programmes.

### **Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner**

1. What is the percentage of customer complaints/consumer cases pending as on the end of the financial year?

There are two customer complaints pending against ICRA.

2. Does the Company display products information on the product label, over and above what is mandated as per local laws? Yes/No/N.A./ Remarks (additional information)

No

3. Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of the financial year. If so, provide details thereof, in about 50 words or so.

There was an anti-competition matter filed against ICRA and other CRAs, however the same has been disposed by the Competition Commission of India without taking any action against the Company.

4. Did your Company carry out any consumer survey/consumer satisfaction trends?

The Company has not conducted any formal survey in this financial year. However, to measure the consumer satisfaction level, the Company gets the survey done periodically through an external party. Also, the Company frequently monitors and receives feedback from the customers through interactions at various forums.

### **Annexure 1**

#### **National Voluntary Guidelines on Social, Environmental & Economic Responsibilities of Business**

- Principle 1 : Businesses should conduct and govern themselves with ethics, transparency and accountability
- Principle 2 : Businesses should provide goods and services that are safe and contribute to sustainability throughout their lifecycle
- Principle 3 : Businesses should promote the well-being of all employees
- Principle 4 : Businesses should respect the interest of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised
- Principle 5 : Businesses should respect and promote human rights
- Principle 6 : Businesses should respect, protect, and make efforts to restore the environment
- Principle 7 : Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner
- Principle 8 : Businesses should support inclusive growth and equitable development
- Principle 9 : Businesses should engage with and provide value to their customers and consumers in a responsible manner

## Annexure VII

### Form No. AOC-2

#### (Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

#### 1. Details of contracts or arrangements or transactions not on an arm's length basis

S. No.	Name(s) of the related party and nature of relationship	Nature of contracts / arrangements / transactions	Duration of the contracts / arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date(s) of approval by the Bvoard	Amount paid as advance, if any	Date on which the special resolution was passed in general meeting as required under first proviso to section 188
Nil								

#### 2. Details of material contracts or arrangement or transactions on an arm's length basis:

S. No.	Name(s) of the related party and nature of relationship	Nature of contracts / arrangements / transactions	Duration of the contracts / arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advance, if any
Nil						

For and on behalf of the Board of Directors

(Arun Duggal)  
 Chairman

DIN: 00024262

Place: Kasauli

Date: May 6, 2021

## Index

Particulars	Page .No.
<b>Standalone</b>	121-182
Independent Auditor's Report	121
Balance Sheet	130
Statement of Profit and Loss	131
Cash Flow Statement	132
Statement of Changes in Equity	134
Notes to the financial statements	135
<b>Consolidated</b>	183-270
Independent Auditor's Report	183
Balance Sheet	190
Statement of Profit and Loss	191
Cash Flow Statement	192
Statement of Changes in Equity	194
Notes to the financial statements	195



# Independent Auditor’s Report

To the Members of ICRA Limited

## Report on the Audit of the Standalone Financial Statements

### Opinion

We have audited the standalone financial statements of ICRA Limited (“the Company”), which comprise the standalone balance sheet as at 31 March 2021, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (“Act”) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2021, and profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor’s Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Standalone financial statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Description of Key Audit Matter

#### a) Revenue recognition

See note 3.2 to the Standalone Financial Statements

The key audit matter	How the matter was addressed in our audit
<p>The revenue relating to rating and grading, where customers’ acceptance is required, is recognized upon issuance of press release or disclosure of unaccepted ratings on the Company’s website. For other cases, revenue is recognized upon transfer of control of promised services to the customers.</p> <p>There is a risk that revenue is recognized for all services before the transfer of control of the service to customer is completed.</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"> <li>• Evaluation of the design and implementation and operating effectiveness of internal controls relating to revenue recognition process.</li> <li>• On selected sample of contracts, tested revenue recognition, and our procedures included:                             <ul style="list-style-type: none"> <li>- evaluating the identification of performance obligations;</li> <li>- considering the terms of the contracts to determine the transaction price; and</li> <li>- inspection of the date of transfer of control of service and recording of revenue at an appropriate date.</li> </ul> </li> <li>• Tested revenue recognition for cut-off transactions on sample basis to assess whether the customer has obtained the control of service and whether the timing of revenue recognition is appropriate.                             <ul style="list-style-type: none"> <li>- Assessed the adequacy of the disclosures in accordance with the relevant accounting standard.</li> </ul> </li> </ul>

## Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditors' report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## Management's and Board of Directors' Responsibility for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

## Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the standalone financial statements made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government in terms of section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. (A) As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under section 133 of the Act.
  - e) On the basis of the written representations received from the directors as on 31 March 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2021 from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

- (B) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations as at 31 March 2021 on its financial position in its standalone financial statements – Refer note 28 (b) and note 29 to the standalone financial statements;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company;
  - iv. The disclosures in the standalone financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in these standalone financial statements since they do not pertain to the financial year ended 31 March 2021.
- (C) With respect to the matter to be included in the Auditors' Report under section 197(16):

In our opinion and according to the information and explanations given to us, the remuneration paid by the company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

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

**Sadashiv Shetty**  
Partner  
Membership No.: 048648  
UDIN: 21048648AAAAAS7670

Place: Mumbai  
Dated: 6 May 2021

## Annexure A referred to in our Independent Auditor's Report to the Members of ICRA Limited on the Standalone Financial Statements for the year ended 31 March 2021

- (i) (a) According to the information and explanations given to us, the Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets (property, plant and equipment).
- (b) According to the information and explanations given to us, the Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of two years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. As informed to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) According to the information and explanations given to us, the Company is a service company, primarily rendering rating, research and other services to corporate and non-corporate customers. Accordingly, it does not hold any inventories. Thus, paragraph 3(ii) of the Order is not applicable.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies or other parties covered in the register maintained under Section 189 of the Act. Further, there are no firms and limited liability partnerships covered in the register required under Section 189 of the Act. Accordingly, para 3(iii) of the Order is not applicable.
- (iv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no loans, investments, guarantees, and security where provisions of Section 185 and 186 of the Act are required to be complied with. Accordingly, paragraph 3(iv) of the Order is not applicable.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits covered under Section 73 to 76 of the Act.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records by the Company under sub-section (1) of Section 148 of the Act for any of the activities carried out by the Company.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Goods and Services tax, Cess and other material statutory dues as applicable, have generally been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of Duty of customs.
- According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Goods and Services tax, Cess and other material statutory dues as applicable to the Company, were in arrears as at 31 March 2021 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no dues in respect of Goods and Services tax, Sales tax, and Value added tax which have not been deposited with the appropriate authorities on account of any dispute. However, according to the information and explanation given to us, the following dues of Income-tax and Service tax have not been deposited by the Company on account of disputes:

Name of the statute	Nature of dues	Amount in (Rupees in lakhs) *	Payment under protest in (Rupees in lakhs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	19.97	Nil	F.Y. 2000 – 2001	The Assessing Officer
		0.44	Nil	F.Y. 2002 – 2003	
		2.00	Nil	F.Y. 2003 – 2004	
		7,038.41	Nil	F.Y. 2017 – 2018	
		282.80	Nil	F.Y. 2018 – 2019	
		278.62	Nil	F.Y. 2010 – 2011	Income Tax Appellate Tribunal
		462.04	Nil	F.Y. 2011 – 2012	
		366.93	Nil	F.Y. 2013 – 2014	
		66.82	Nil	F.Y. 2014 – 2015	
		206.21	Nil	F.Y. 2015 – 2016	
		320.98	Nil	F.Y. 2012 – 2013	The Commissioner Income Tax (Appeals)
		389.37	Nil	F.Y. 2016 – 2017	Designated authority under Vivad Se Vishwas scheme
		41.96	Nil	F.Y. 2003 – 2004	High Court
Finance Act, 1994	Service Tax	1.99	Nil	F.Y. 2001 – 2002	Assistant Commissioner of Central Excise
		11.40	11.40	F.Y. 2001 – 2002 to 2004 – 2005	The Commissioner (Appeals) of Central Excise

\* Amount as per demand orders including interest and penalty, wherever indicated in the order.

According to the information and explanations given to us, the Company did not have any dues on account of Duty of excise and Duty of customs.

- (viii) According to the information and explanations given to us, the Company did not have any outstanding dues to any financial institutions, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
- (ix) According to the information and explanations given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and did not have any term loans outstanding during the year. Accordingly, paragraph 3(ix) of the order is not applicable.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the managerial remuneration has been paid/ provided by the Company in accordance with provisions of Section 197 read with Schedule V of the Act.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.

- (xiii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the transactions with the related parties are in compliance with Section 177 and 188 of the Act where applicable and the details have been disclosed in the standalone financial statements, as required by the applicable accounting standards.
- (xiv) According to information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable.
- (xv) According to information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) According to information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

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

**Sadashiv Shetty**  
*Partner*  
 Membership No.: 048648  
 UDIN: 21048648AAAAAS7670

Place: Mumbai  
 Dated: 6 May 2021

## **Annexure B to the Independent Auditors' report on the standalone financial statements of ICRA Limited for the period ended 31 March 2021**

### **Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013**

**(Referred to in paragraph 2(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

#### **Opinion**

We have audited the internal financial controls with reference to standalone financial statements of ICRA Company Limited ("the Company") as of 31 March 2021 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls were operating effectively as at 31 March 2021, based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

#### **Management's and Board of Directors' Responsibility for Internal Financial Controls**

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to standalone financial statements.



## Meaning of Internal Financial controls with Reference to Standalone Financial Statements

A company's internal financial controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to standalone financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

## Inherent Limitations of Internal Financial controls with Reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial controls with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

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

**Sadashiv Shetty**  
*Partner*  
Membership No.: 048648  
UDIN: 21048648AAAAAS7670

Place: Mumbai  
Dated: 6 May 2021

## Balance Sheet as at March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

### I. ASSETS

#### (1) Non-current assets

(a) Property, plant and equipment	4	<b>2,461.37</b>	2,879.24
(b) Intangible assets	5 a)	<b>26.24</b>	2.52
(c) Intangible assets under development	5 b)	<b>232.51</b>	188.18
(d) Financial assets			
(i) Investments	6.1	<b>18,467.64</b>	5,118.64
(ii) Loans	7.1	<b>404.24</b>	379.17
(iii) Other financial assets	8.1	<b>11,535.77</b>	775.35
(e) Deferred tax assets (net)	9	<b>327.30</b>	417.20
(f) Non-current tax asset (net)	10	<b>871.65</b>	742.01
(g) Other non-current assets	11.1	<b>5.89</b>	11.58
<b>Total non-current assets</b>		<b>34,332.61</b>	10,513.89

#### (2) Current assets

(a) Financial assets			
(i) Investments	6.2	<b>1,900.00</b>	7,969.99
(ii) Trade receivables	12	<b>1,599.31</b>	3,339.31
(iii) Cash and cash equivalents	13	<b>1,251.87</b>	148.07
(iv) Bank balances other than (iii) above	14	<b>31,089.25</b>	43,376.35
(v) Loans	7.2	<b>11.77</b>	21.93
(vi) Other financial assets	8.2	<b>882.92</b>	2,186.75
(b) Other current assets	11.2	<b>584.54</b>	805.28
(c) Assets held for sale		-	27.74
<b>Total current assets</b>		<b>37,319.66</b>	57,875.42

#### Total assets

**71,652.27** 68,389.31

### II. EQUITY AND LIABILITIES

#### (1) Equity

(a) Equity share capital	15	<b>965.12</b>	965.12
(b) Other equity	16	<b>60,492.89</b>	57,287.92
<b>Total equity</b>		<b>61,458.01</b>	58,253.04

#### Liabilities

#### (2) Non-current liabilities

(a) Financial liabilities			
(i) Other financial liabilities	17.1	<b>1,346.90</b>	1,588.55
(b) Provisions	18.1	<b>157.51</b>	152.57
<b>Total non-current liabilities</b>		<b>1,504.41</b>	1,741.12

#### (3) Current liabilities

(a) Financial liabilities			
(i) Trade payables	20		
(A) Total outstanding dues of micro and small enterprises: and		<b>47.09</b>	10.37
(B) Total outstanding dues other than micro and small enterprises		<b>286.43</b>	928.18
(ii) Other financial liabilities	17.2	<b>662.59</b>	687.74
(b) Provisions	18.2	<b>2,049.59</b>	1,547.99
(c) Current tax liabilities (net)	21	<b>78.14</b>	107.47
(d) Other current liabilities	19.1	<b>5,566.01</b>	5,113.40
<b>Total current liabilities</b>		<b>8,689.85</b>	8,395.15

#### Total liabilities

**10,194.26** 10,136.27

#### Total equity and liabilities

**71,652.27** 68,389.31

#### Significant accounting policies

3

The notes referred to above form an integral part of the financial statements.

As per our report of even date attached

For and on behalf of the Board of Directors of ICRA Limited

For **B S R & Co. LLP**

Chartered Accountants

Firm Registration No.: 101248W/W-100022

**Sadashiv Shetty**

Partner

Membership No.: 048648

Place: Mumbai

Dated: May 6, 2021

**N. Sivaraman**

Managing Director & Group C.E.O.

(DIN: 00001747)

Mumbai

**Vipul Agarwal**

Group Chief Financial Officer

Gurugram

**Arun Duggal**

Chairman

(DIN: 00024262)

Kasauli

**S. Shakeb Rahman**

Company Secretary

Noida

## Statement of Profit and Loss for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

Particulars	Note No.	For the year ended March 31, 2021	For the year ended March 31, 2020
I Revenue from operations	22, 43	<b>18,126.72</b>	20,778.26
II Other income	23	<b>3,632.27</b>	4,057.40
<b>III Total income (I+II)</b>		<b>21,758.99</b>	24,835.66
<b>Expenses</b>			
IV Employee benefit expenses	24	<b>11,003.93</b>	10,510.73
V Finance costs	25	<b>173.06</b>	166.22
VI Depreciation and amortisation expense	26	<b>524.55</b>	537.64
VII Other expenses	27	<b>2,891.16</b>	4,415.87
<b>VIII Total expenses (IV to VII)</b>		<b>14,592.70</b>	15,630.46
<b>IX Profit before tax (III-VIII)</b>		<b>7,166.29</b>	9,205.20
<b>Tax expense:</b>			
	9		
Current tax		<b>1,790.41</b>	2,706.57
Deferred tax		<b>81.34</b>	0.65
<b>X Total tax expense</b>		<b>1,871.75</b>	2,707.22
<b>XI Profit after tax (IX-X)</b>		<b>5,294.54</b>	6,497.98
<b>Other comprehensive income</b>			
(i) Items that will not be reclassified to profit or (loss)	33, 41	<b>34.02</b>	(71.95)
(ii) Income tax relating to items that will not be reclassified to profit or loss	9	<b>(8.56)</b>	18.11
<b>XII Other comprehensive income, net of income tax</b>		<b>25.46</b>	(53.84)
<b>XIII Total comprehensive income for the year (XI+XII)</b>		<b>5,320.00</b>	6,444.14
<b>XIV Earnings per share (Rupees)</b>			
<b>(face value of Rupees 10 per share):</b>			
1) Basic		<b>55.04</b>	67.55
2) Diluted		<b>55.04</b>	67.55
<b>Significant accounting policies</b>	3		

The notes referred to above form an integral part of the financial statements.

As per our report of even date attached

For **B S R & Co. LLP**

Chartered Accountants

Firm Registration No.: 101248W/W-100022

**Sadashiv Shetty**

Partner

Membership No.: 048648

Place: Mumbai

Dated: May 6, 2021

For and on behalf of the Board of Directors of **ICRA Limited**

**N. Sivaraman**

Managing Director & Group C.E.O.

(DIN: 00001747)

Mumbai

**Vipul Agarwal**

Group Chief Financial Officer

Gurugram

**Arun Duggal**

Chairman

(DIN: 00024262)

Kasauli

**S. Shakeb Rahman**

Company Secretary

Noida

## Cash Flow Statement for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>A. Cash flow from operating activities</b>		
Profit before tax	7,166.29	9,205.20
<b>Adjustments for</b>		
Depreciation and amortisation expense	524.55	537.64
Bad debts/advances written off (net of provisions)	74.63	213.71
Loss on sale/write off of property, plant and equipment (net)	-	0.43
Interest on lease liabilities	173.06	164.75
Other interest costs	-	1.47
Short term lease rentals	15.53	18.44
Long term individual payout funded through Trust (Refer note 16 a & 34)	450.13	474.83
Interest income on fixed deposits	(2,625.09)	(3,013.67)
Interest income on investments	(458.36)	(639.27)
Gain on financial assets carried at FVTPL (net)	(349.00)	(314.52)
Advances received from customers written back	(237.23)	(178.91)
Dividend from subsidiary company	(32.80)	(21.47)
Profit on sale of property, plant and equipment (net)	(100.24)	-
Bad debts recovered	(16.29)	-
<b>Operating cash flow before changes in operating assets and liabilities</b>	<b>4,585.18</b>	6,448.63
<b>Adjustments for changes in operating assets and liabilities</b>		
(Increase)/decrease in trade receivables	1,676.83	(1,609.79)
(Increase)/decrease in loans	(14.91)	(1.46)
(Increase)/decrease in other financial assets	192.51	(109.08)
(Increase)/decrease in other assets	226.44	(313.76)
Increase/(decrease) in trade payables	(605.03)	461.39
Increase/(decrease) in other financial liabilities	(104.90)	(1,085.00)
Increase/(decrease) in other liabilities	689.84	(170.52)
Increase/(decrease) in provisions	540.56	(565.85)
<b>Cash generated from operations before tax</b>	<b>7,186.52</b>	3,054.56
Taxes paid, net of refund	(1,908.71)	(2,757.55)
<b>Net cash generated from operating activities (A)</b>	<b>5,277.81</b>	297.01
<b>B. Cash flow from investing activities</b>		
Purchase of property, plant and equipment, intangible assets and intangible assets under development including capital advances	(142.91)	(146.22)
Sale proceeds from property, plant and equipment and intangible assets	134.70	10.25
Investment in mutual funds	(13,000.00)	-
Sale proceeds from redemption/disposal of mutual funds	-	8,290.20
Investment (made in)/redemption in corporate deposits (net)	6,069.99	(222.23)
Interest received on investments	547.82	653.21
(Increase)/decrease in fixed deposits (having maturity of more than three months), (net)	1,599.33	(9,040.68)
Interest received on fixed deposits	3,585.12	2,870.51
Dividend received from subsidiary company	26.82	12.75
<b>Net cash generated/(used) in investing activities (B)</b>	<b>(1,179.13)</b>	2,427.79

## Statement of Profit and Loss for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>C. Cash flow from financing activities</b>		
Payment of lease liabilities	(200.77)	(174.04)
Interest paid on lease liabilities	(173.06)	(164.75)
Short term lease rentals	(15.53)	(18.44)
Dividend paid	(2,605.83)	(2,895.37)
Dividend distribution tax paid	-	(595.15)
(Decrease)/increase in unclaimed dividend	0.31	4.84
<b>Net cash used in financing activities (C)</b>	<b>(2,994.88)</b>	<b>(3,842.91)</b>
<b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>	<b>1,103.80</b>	<b>(1,118.11)</b>
Add: Cash and cash equivalents at the beginning of year	148.07	1,266.18
<b>Cash and cash equivalents at the end of the year</b>	<b>1,251.87</b>	<b>148.07</b>
<b>Components of cash and cash equivalents (Refer note 13)</b>		
Cash on hand	1.59	2.38
<b>Balances with banks</b>		
In current accounts	851.28	145.69
In deposit accounts (with original maturity of three months or less)	399.00	-
<b>Cash and cash equivalents at the end of the year</b>	<b>1,251.87</b>	<b>148.07</b>

### Note:

Cash Flow Statement has been prepared under the indirect method as set out in the Ind AS 7 "Statement of Cash Flows".

### Significant accounting policies (Refer note 3)

The notes referred to above form an integral part of the financial statements.

As per our report of even date attached

For and on behalf of the Board of Directors of ICRA Limited

For **B S R & Co. LLP**

Chartered Accountants

Firm Registration No.: 101248W/W-100022

**Sadashiv Shetty**

Partner

Membership No.: 048648

Place: Mumbai

Dated: May 6, 2021

**N. Sivaraman**

Managing Director & Group C.E.O.

(DIN: 00001747)

Mumbai

**Vipul Agarwal**

Group Chief Financial Officer

Gurugram

**Arun Duggal**

Chairman

(DIN: 00024262)

Kasauli

**S. Shakeb Rahman**

Company Secretary

Noida

## ICRA Limited

## Statement of Changes in Equity for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

Particulars	Note No.	Attributable to equity shareholders						Total equity
		Equity share capital	Reserves and surplus			Retained earnings	Items of OCI	
			Capital reserve	Capital redemption reserve	General reserve			
<b>Opening balance as at April 01, 2019</b>		965.12	279.95	34.88	7,802.44	45,835.24	(93.04)	54,824.59
Profit after tax						6,497.98		6,497.98
Other comprehensive income, net of tax							(53.84)	(53.84)
<b>Total comprehensive income for the year</b>							(53.84)	
Dividend on equity shares	32					6,497.98	(53.84)	6,444.14
Dividend distribution tax	32					(2,895.37)		(2,895.37)
Capital reserve created during the year	34		474.83			(595.15)		(595.15)
<b>Closing balance as at March 31, 2020</b>		965.12	754.78	34.88	7,802.44	48,842.70	(146.88)	58,253.04
<b>Opening balance as at April 01, 2020</b>		965.12	754.78	34.88	7,802.44	48,842.70	(146.88)	58,253.04
Profit after tax						5,294.54		5,294.54
Other comprehensive income, net of tax							25.46	25.46
<b>Total comprehensive income for the year</b>							25.46	
Dividend on equity shares	32					5,294.54		5,320.00
Refund of distribution tax for FY 2016-17						(2,605.83)		(2,605.83)
Capital reserve created during the year	16 (a) & 34		450.13			40.67		40.67
<b>Closing balance as at March 31, 2021</b>		965.12	1,204.91	34.88	7,802.44	51,572.08	(121.42)	61,458.01

**Significant accounting policies (Refer note 3)****The notes referred to above form an integral part of the financial statements.**

As per our report of even date attached

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

**Sadashiv Shetty**  
Partner  
Membership No.: 048648

Place: Mumbai  
Dated: May 6, 2021

For and on behalf of the Board of Directors of **ICRA Limited**

**N. Sivaraman**  
Managing Director & Group C.E.O.  
(DIN: 00001747)  
Mumbai

**Arun Duggal**  
Chairman  
(DIN: 00024262)  
Kasauli

**Vipul Agarwal**  
Group Chief Financial Officer  
Gurugram

**S. Shakeb Rahman**  
Company Secretary  
Noida

# Notes to the financial statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

## 1 Corporate information

ICRA Limited (formerly Investment Information and Credit Rating Agency of India Limited) ('the Company') was set up in 1991 by leading financial/investment institutions, commercial banks and financial services companies as an independent and professional Investment Information and Credit Rating Agency. ICRA is a public limited Company incorporated and domiciled in India, with its registered office in New Delhi. It is listed on BSE Limited and the National Stock Exchange of India Limited. It has various subsidiaries involved in rating, management consulting and outsourcing and information services etc.

## 2 Basis of preparation

The financial statements have been prepared in accordance with Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Companies (Indian Accounting Standards) Rules 2015 and other relevant provisions of the Act.

These financial statements have been prepared on the historical cost basis and on an accrual basis, except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

In estimating the fair value of an asset or liability, the Company takes into account the characteristics of the asset or liability that market participants would take into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purpose in these financial statements is determined on such a basis, except for share based payment transactions that are within the scope of Ind AS 102 Share based Payments and measurements that have some similarities to fair value but are not fair value, such as 'value in use', in Ind AS 36 Impairment of assets.

These financial statements are presented in Indian Rupees (Rs) which is also the Company's functional currency. All amounts have been rounded-off to the nearest Lakh and upto two decimal places, unless otherwise stated.

The financial statements were authorised for issue by the Company's Board of Directors on May 6, 2021.

### 2.1 Use of estimates, judgements and assumptions

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of income, expenses, assets and liabilities, Actual results may differ from these estimates and assumptions.

Estimate and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates are recognised prospectively.

The Company has identified the following areas where significant judgements, estimates and assumptions are required. Further information on each of these areas and how they impact the various accounting policies are described below and in the relevant notes to the financial statements. Changes in estimates are accounted for prospectively.

#### *Judgements*

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements.

#### a) Provisions and contingent liabilities

The Company estimates the provisions that have present obligations as a result of past events and it is probable that outflow of resources will be required to settle the obligations. These provisions are reviewed at the end of each reporting period and are adjusted to reflect the current best estimates.

## Notes to the financial statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Company, including legal, contractual and other claims. By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgements and the use of estimates regarding the outcome of future events.

### b) Revenue recognition

In case of initial rating a portion of the fee is allocated towards first year surveillance based on management's estimate. Surveillance fees from second year onwards is recognised when there is reasonable certainty of collection. The assessment of reasonable certainty involves exercise of significant judgements on client co-operation for surveillance which includes receipt of information for performing surveillance rating and realisation of fees.

### c) Leases

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

### **Assumptions and estimation uncertainties**

The key assumptions concerning the future uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below:

### i) Impairment of non-financial assets and investment in subsidiaries

Non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of cash inflows of other assets or CGU's.

Investment in subsidiaries are tested for impairment at least annually or when events occur or changes in circumstances indicate that the recoverable amount of the asset or CGU's to which these pertain is less than its carrying value.

The recoverable amount of a CGU or an asset is the higher of its fair value less costs of disposal and its value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU or asset.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are considered. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples and other available fair value indicators.



## Notes to the financial statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

### ii) Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgements in making these assumptions and selecting the inputs to the impairment calculation, based on Company's history, existing market conditions as well as forward looking estimates at the end of each reporting period.

### iii) Defined benefit plans

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, withdrawal rate and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

### iv) Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the discounted cash flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

### v) Recognition of deferred tax assets

Deferred tax assets are recognised for temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which they can be used. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

## 2.2 Fair value measurement

The Company measures both its financial and non-financial assets and liabilities such as investments, security deposits, loan to staff, trade payables, payable to employees etc. at fair value at each balance sheet date using valuation techniques. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, in their best economic interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

## Notes to the financial statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

### 3 Significant accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### 3.1 Current versus non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Division II of Schedule III to the Act.

Based on the nature of activities of the Company, the Company has determined its operating cycle as twelve months for the purpose of classification of its assets and liabilities as current and non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities respectively.

#### 3.2 Revenue recognition

The Company earns revenue primarily from the rating, grading, surveillance and other services.

The first year rating and grading fees includes free surveillance for first twelve months or the period of instrument, whichever is shorter, from the date of rating and grading. A portion of the fee is allocated towards first year free surveillance based on management's estimate. The revenue related to initial rating and grading is recognised upon issuance of press release or disclosure of unaccepted ratings on the Company's website. Surveillance fee, to the extent of reasonable certainty of collection, is recognised over the surveillance period (ignoring fractions of months).

For other services, revenue is recognised upon transfer of control of promised services to the customers.

Unearned revenue represents advance billing for which services have not been rendered.

Unbilled revenue represents services rendered for which invoices are yet to be raised.

Out of pocket expenses which are recoverable from customers, are recognised both as expenditure and revenue.

#### 3.3 Other income

Dividend income is recognised when the unconditional right to receive the income is established, which is generally when shareholders approve the dividend.

Interest income on bank deposits is recognised using effective interest rate, on time proportionate basis.

For accounting policy on income from other financial instruments refer para 3.4.

## Notes to the financial statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

### 3.4 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### **Initial recognition and measurement**

Trade receivable and debt securities are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company became party to the contractual provision of the instrument.

A financial asset or financial liability is initially recognised at fair value plus, for an item not at fair value through profit or loss (FVTPL), transaction costs that are directly attributable its acquisition or issue.

#### **Classification and subsequent measurement**

##### **Financial assets**

On initial recognition, financial asset is classified as measured at:

- Amortised cost
- Fair value through other comprehensive income (FVTOCI) – debt investments
- FVTOCI – equity investments or
- FVTPL

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for mapping of financial assets.

A financial asset is measured at the amortised cost if both of the following conditions are met and is not designated as at FVTPL

- the asset is held within a business model whose objective is to hold assets and collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A 'debt investment' is measured at FVTOCI if both of the following conditions are met and is not designated as at FVTPL:

- the assets is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; and
- the contractual term of the financial asset give rise on specified dates to cashflows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investments that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in Other comprehensive income (OCI) (designated as FVTOCI – equity investment). This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVTOCI as described above are measured at FVTPL.

## Notes to the financial statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

### Subsequent measurement and gains and losses

Financial assets at amortised cost	These assets are subsequently measured at amortised cost using effective interest method. The amortised cost is reduced by impairment losses. Interest income and impairment are recognised in profit and loss. Any gain or loss on derecognition is recognised in profit and loss.
Debt investments at FVTOCI	These assets are subsequently measured at fair value. Interest income under effective interest method and impairment are recognised in profit and loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI reclassified to profit and loss.
Equity investments at FVTOCI	These assets are subsequently measured at fair value. Dividend are recognised as income in profit and loss unless the dividend clearly represents recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit and loss.
Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income are recognised in profit and loss.

### **Financial liabilities:**

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as FVTPL if it is classified as held-for-trading, or it is designated as such on initial recognition. Financial liabilities are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are measured at amortised cost using effective interest method. Interest expense and foreign exchange gains or losses (if any) are recognised in profit and loss. Any gain or loss on derecognition is also recognised in profit and loss.

### **Derecognition**

#### **Financial assets**

The Company derecognises a financial asset when:

- the rights to receive cash flows from the asset have expired, or
- the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement, and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

#### **Financial liabilities**

The Company derecognises a financial liability when the obligation under the liability is discharged or cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

## Notes to the financial statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

### **Offsetting**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

### **3.5 Property, plant and equipment**

#### **Recognition and measurement**

Property, plant and equipment and capital work in progress are measured at cost less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprise of its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of self-constructed item of property, plant and equipment comprises the cost of materials, direct labour and any other cost directly attributable to bring the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful life, then they are accounted for as separate item of property, plant and equipment.

An item of property, plant and equipment or any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss when the asset is derecognised.

#### **Subsequent expenditure**

Subsequent expenditure is capitalised only if it is probable that the future economic benefit of associated with the expenditure will flow to the Company. All other expenditure is recognised in the Statement of Profit and Loss.

#### **Depreciation**

Depreciation is calculated on cost of item of property, plant and equipment less their estimated residual value over their estimate useful lives using written down value method and is recognised in the Statement of Profit and Loss. Assets acquired under leasehold improvements are depreciated using straight line method over the primary period of the lease or useful life of the assets whichever is shorter. The primary lease period for this purpose includes any lease period extendable at the discretion of the lessee.

The estimated useful lives of items of property, plant and equipment are as follows:

Asset	Useful life as per schedule II (in years)
Buildings	60
Computers and data processing units (including Servers, Network)	3-6
Furniture and fittings	10
Office equipment	5
Electrical installation and equipment	10
Vehicles	8

## Notes to the financial statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

Depreciation method, useful lives and residual value are reviewed at each financial year-end and adjusted if appropriate. Management believes that its estimates of useful lives as given above, represents the period over which management expects to use these assets.

Depreciation on addition/disposal is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready to use (disposed of).

Assets individually costing up to Rs. 5,000 are fully depreciated in the year of purchase.

### 3.6 Intangible assets

#### **Recognition and measurement**

Intangible assets acquired separately are initial measured at cost. Such intangible assets are subsequently measured at cost less accumulated amortisation and accumulated impairment losses (if any).

#### **Subsequent expenditure**

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in the Statement of Profit and Loss.

#### **Amortisation**

Amortisation is calculated to write off the cost of the intangible assets over their estimated useful lives using the straight-line method, and is included in depreciation and amortisation in the Statement of Profit and Loss.

The estimated useful lives of items of intangible assets is as follows:

Asset	Useful life (in years)
Computer softwares	5 - 7

Amortisation method, rate and residual value are reviewed at each financial year-end and adjusted if appropriate. Management believes that its estimates of useful lives as given above, represents the period over which management expects to use these assets.

Amortisation on addition/disposal is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready to use (disposed of).

#### **Intangible assets under development**

Identifiable intangible assets under development are recognised when the Company controls the asset, it is probable that future economic benefits attributed to the asset will flow to the Company and the cost of the asset can be reliably measured. Intangible assets under development is measured at historical cost and not amortised. These assets are tested for impairment on annual basis.

### 3.7 Leases

The Company's significant lease arrangements are primarily in respect of office premises. The Company, at the inception of a contract, assesses whether the contract is a lease or not lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a time in exchange for a consideration.

#### **Company as a lessee**

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments

## Notes to the financial statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Company's incremental borrowing rate. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as an expense over the lease term.

### ***Company as a lessor***

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in other income in the statement of profit or loss due to its operating nature.

Rental income arising from sub-leasing of office premises is accounted for on a straight-line basis over the lease terms and is included in other income in the statement of profit and loss.

### **3.8 Investment in subsidiaries**

Investment in subsidiaries is carried at cost less impairment as per Ind AS 27 Consolidated and Separate Financial Statements. On disposal of investment in subsidiaries, the difference between net disposal proceeds and the carrying amounts are recognised in the Statement of Profit and Loss.

### **3.9 Impairment**

#### ***Impairment of financial instruments***

The Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on financial assets that are debt instruments and are measured at amortised cost, e.g., loans, debt securities, deposits, trade receivables and bank balance.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables and recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

For other financial assets, ECL are measured at an amount equal to the 12 month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of ECL (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised as expense or income in the Statement of Profit and Loss.

#### ***Impairment of non-financial assets and investment in subsidiaries***

Non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

## Notes to the financial statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of cash inflows of other assets or CGU's.

Investment in subsidiaries are tested for impairment at least annually or when events occur or changes in circumstances indicate that the recoverable amount of the asset or CGU's to which these pertain is less than its carrying value.

The recoverable amount of a CGU or an asset is the higher of its fair value less costs of disposal and its value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU or asset.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount. Impairment loss is recognised in the Statement of Profit and Loss.

An impairment loss in respect of assets, which has been recognised in prior years, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment has been recognised.

### 3.10 Non-current assets held for sale

Non-current assets retired from active use and held for disposal are stated at the lower of their net book value and net realisable value. Any resultant loss on a disposal group is allocated first goodwill (if any), and then to remaining assets and liabilities on pro-rata basis, except that no loss is allocated to financial assets, deferred tax assets and employee benefit assets which continue to be measured in accordance with the Company's other accounting policy. Assets and liabilities classified as held for sale are presented separately in the balance sheet. Losses on initial classification as held for sale and subsequent gains and losses on re-measurement are recognised in the Statement of Profit and Loss.

Once classified as held for sale, property, plant and equipment and intangible assets are no longer depreciated or amortised.

If the criteria for classifying assets in to held for sale are no longer met, the Company cease to classify the assets as held for sale.

The Company measure a non-current asset that ceases to be classified as held for sale at the lower of:

- its carrying amount before the assets were classified as held for sale, adjusted for any depreciation, amortisation or revaluations that would have been recognised had the assets not been classified as held for sale, and
- its recoverable amount at the date of the subsequent decision not to sell.

### 3.11 Projects work in progress

Projects work-in-progress represent direct cost incurred against rating and grading cases wherein work has been initiated but rating and grading is yet to be concluded and amount is expected to be recovered.

### 3.12 Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, balances with bank, Short-term deposits and investments with original maturities of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cashflows, cash and cash equivalent consists of cash on hand, balances with bank, short-term deposits and investments as stated above, net of outstanding bank overdrafts (if any).



## Notes to the financial statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

### 3.13 Foreign currencies

The Company's financial statements are presented in Indian rupee, which is also its functional currency.

Transactions in foreign currencies are translated into the functional currency at the exchange rate at the date of the transaction or an average rate if the average rate approximate the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

### 3.14 Employee benefits

#### *Short term employee benefit*

All employee benefits which are expected to be settled wholly before twelve months after the end of annual reporting period in which the employees render the related service are short term employee benefits. Short term employee benefit obligations are measured on an undiscounted basis and expensed as the related service is provided. A liability is recognised for the amount expected to be paid as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

#### *Defined contribution plan*

Provident Fund is a defined contribution plan. The Company makes specified monthly contributions towards government administered Provident Fund scheme and Employees' State Insurance. Obligation for contributions to defined contribution plan is recognised as an employee benefit expense in profit and loss in the period during which the related services are rendered by employees. The Company has no obligation, other than the contribution payable in the scheme.

#### *Defined benefit plan*

The Company's gratuity benefit plan is a defined benefit plan. The gratuity liability for employees of the Company is funded through gratuity fund established as a Gratuity Trust. The Company's net obligation in respect of the defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value of economic benefits and the fair value of any plan assets is deducted.

The calculation of defined benefit obligation is performed as at the Balance Sheet date and determined based on actuarial valuation using the Projected Unit Credit Method by a qualified actuary. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirement.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on government securities as at the Balance Sheet date.

Remeasurements of the net defined liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in OCI. The Company

## Notes to the financial statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of annual period to the then-net defined benefit liability (asset), taking in to account any changes in the net defined benefit liability (asset) during the period as a result of contribution and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in the Statement of Profit and Loss.

### **Other long-term employee benefits**

Long term individual payout ('LTIP') plan and compensated absences are other long-term benefits provided by the Company.

The Company's net obligation in respect of LTIP is the amount of benefit that employees have earned in return for their services in the current and prior periods and discounted to determine its present value. From the financial year 2018-19, the LTIP is funded by the ICRA Employees Welfare Trust. Hence, the Company has charged such employees' expense in the Statement of Profit and Loss with a corresponding credit to Capital Reserve.

The Company has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by a qualified actuary as at the Balance Sheet date using Projected Unit Credit method on the additional amount expected to be paid/availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense for non-accumulated compensated absences is recognised in the period in which absences occur.

### **3.15 Share based payments**

The Company recognise compensation expense relating to share-based payments using fair value in accordance with Ind AS 102 'Share based payments'. The estimated fair value of awards is charged to income on a straight line basis over the service period for each separating vesting portion of the award as if the award was in-substance, multiple awards with a corresponding increase to share options outstanding account.

### **3.16 Provisions**

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cashflows (representing the best estimate of the expenditure require to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost. Expected future losses are not provided for.

### **3.17 Contingent liabilities**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognise a contingent liability but discloses its existence in the financial statements.

### **3.18 Income tax**

Income tax comprises current and deferred tax. It is recognised in profit and loss except to the extent that it relates to an item recognised directly in equity or other comprehensive income.

## Notes to the financial statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

### **Current tax**

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable in respect of previous year. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates enacted or substantially enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intention to realize the asset and settle the liability on a net basis, or simultaneously.

### **Deferred tax**

Deferred tax is recognised for all temporary differences arising between the tax base of assets and liabilities and their carrying amounts in the financial statement. Deferred tax assets are recognised for deductible temporary differences and unused tax losses to the extent that it is probable that future taxable profit will be available against which they can be used. Deferred tax assets and liabilities are measured using tax rate and tax laws that have been enacted or substantially enacted by the balance sheet date and are expected to apply to taxable income in the year in which those temporary differences are expected to be recovered or settled. The effect of change in tax rate on deferred tax assets and liabilities is recognised as income or expense in the period that includes the enactment or the substantive enactment date. A deferred tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

### **3.19 Earnings per share**

The basic earnings per share are calculated by dividing the net profit attributable to equity by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, net profit attributable to equity during the year and the weighted average number of shares outstanding during the year are adjusted for the effect of all dilutive potential equity shares. The dilutive potential equity shares are deemed converted as of the beginning of the year unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Anti dilutive effect of any potential equity shares are ignored in the calculation of diluted earnings per share.

### **3.20 Corporate social responsibility (CSR) expenditure**

The Company charges its CSR expenditure during the year to the Statement of Profit and Loss.

### **3.21 Recent accounting pronouncements**

On March 24, 2021, the Ministry of Corporate Affairs (“MCA”) through a notification, amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III and are applicable from April 1, 2021. Key amendments relating to Division II which relate to companies whose financial statements are required to comply with Companies (Indian Accounting Standards) Rules 2015 are:

## Notes to the financial statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

### Balance Sheet:

- Lease liabilities should be separately disclosed under the head 'financial liabilities', duly distinguished as current or non-current.
- Certain additional disclosures in the statement of changes in equity such as changes in equity share capital due to prior period errors and restated balances at the beginning of the current reporting period.
- Specified format for disclosure of shareholding of promoters.
- Specified format for ageing schedule of trade receivables, trade payables, capital work-in-progress and intangible asset under development.
- Specific disclosure under 'additional regulatory requirement' such as compliance with approved schemes of arrangements, compliance with number of layers of companies, title deeds of immovable property not held in name of company, loans and advances to promoters, directors, key managerial personnel (KMP) and related parties, details of benami property held etc.

### Statement of profit and loss:

- Additional disclosures relating to Corporate Social Responsibility (CSR), undisclosed income and crypto or virtual currency specified under the head 'additional information' in the notes forming part of the standalone financial statements.

The amendments are extensive and the Company will evaluate the same to give effect to them as required by law.

Particulars	As at March 31, 2021	As at March 31, 2020
<b>4 Property, plant and equipment</b>		
<b>a) The details of property, plant and equipment (net) is as follows:</b>		
Buildings	<b>598.61</b>	632.02
Computers and data processing units	<b>63.75</b>	62.53
Furniture and fittings	<b>56.17</b>	73.15
Office equipment	<b>16.34</b>	25.44
Electrical installation and equipment	<b>21.69</b>	29.90
Vehicles	<b>2.50</b>	12.85
Leasehold improvements	<b>52.44</b>	87.26
Right-of-use assets - buildings	<b>1,649.87</b>	1,956.09
<b>Total property, plant and equipment</b>	<b>2,461.37</b>	2,879.24

**Notes to the financial statements for the year ended March 31, 2021**

(All amounts in Rupees lakh, except share data and where otherwise stated)

Particulars	Note No.	Buildings	Computers and data processing units	Furniture and fittings	Office equipment	Electrical installation and equipment	Vehicles	Leasehold improvements	Right-of-use assets - buildings	Total
<b>b) Disclosures regarding gross block of property, plant and equipment, depreciation and net block are as given below:</b>										
<b>Gross carrying value</b>										
As at April 1, 2019		785.37	242.98	204.48	90.87	84.86	95.45	243.38	-	1,747.39
Transition impact on account of adoption of Ind AS 116	44	-	-	-	-	-	-	-	2,126.05	2,126.05
Additions		-	64.20	2.51	10.71	2.85	-	-	149.78	230.05
Disposals/adjustments		-	(6.43)	-	(1.94)	(0.18)	(31.94)	-	(1.12)	(41.61)
As at March 31, 2020		785.37	300.75	206.99	99.64	87.53	63.51	243.38	2,274.71	4,061.88
As at April 1, 2020		<b>785.37</b>	<b>300.75</b>	<b>206.99</b>	<b>99.64</b>	<b>87.53</b>	<b>63.51</b>	<b>243.38</b>	<b>2,274.71</b>	<b>4,061.88</b>
Additions		-	<b>66.71</b>	<b>2.10</b>	<b>1.42</b>	-	-	-	<b>90.58</b>	<b>160.81</b>
Disposals/adjustments		-	<b>(0.92)</b>	-	<b>(0.37)</b>	-	<b>(45.53)</b>	-	<b>(82.39)</b>	<b>(129.21)</b>
<b>As at March 31, 2021</b>		<b>785.37</b>	<b>366.54</b>	<b>209.09</b>	<b>100.69</b>	<b>87.53</b>	<b>17.98</b>	<b>243.38</b>	<b>2,282.90</b>	<b>4,093.48</b>
<b>Depreciation</b>										
As at April 1, 2019		118.08	161.67	108.25	58.85	46.82	65.92	122.80	-	682.39
For the year		35.27	81.82	25.59	16.97	10.94	7.94	33.32	319.33	531.18
Disposals/adjustments		-	(5.27)	-	(1.62)	(0.13)	(23.20)	-	(0.71)	(30.93)
As at March 31, 2020		153.35	238.22	133.84	74.20	57.63	50.66	156.12	318.62	1,182.64
As at April 1, 2020		<b>153.35</b>	<b>238.22</b>	<b>133.84</b>	<b>74.20</b>	<b>57.63</b>	<b>50.66</b>	<b>156.12</b>	<b>318.62</b>	<b>1,182.64</b>
For the year		<b>33.41</b>	<b>65.44</b>	<b>19.08</b>	<b>10.50</b>	<b>8.21</b>	<b>3.70</b>	<b>34.82</b>	<b>345.80</b>	<b>520.96</b>
Disposals/adjustments		-	<b>(0.87)</b>	-	<b>(0.35)</b>	-	<b>(38.88)</b>	-	<b>(31.39)</b>	<b>(71.49)</b>
<b>As at March 31, 2021</b>		<b>186.76</b>	<b>302.79</b>	<b>152.92</b>	<b>84.35</b>	<b>65.84</b>	<b>15.48</b>	<b>190.94</b>	<b>633.03</b>	<b>1,632.11</b>
<b>Net block</b>										
<b>As at March 31, 2021</b>		<b>598.61</b>	<b>63.75</b>	<b>56.17</b>	<b>16.34</b>	<b>21.69</b>	<b>2.50</b>	<b>52.44</b>	<b>1,649.87</b>	<b>2,461.37</b>
As at March 31, 2020		632.02	62.53	73.15	25.44	29.90	12.85	87.26	1,956.09	2,879.24

## Notes to the financial statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

Particulars	Note No.	As at March 31, 2021	As at March 31, 2020
<b>5 Intangible assets</b>			
<b>a) The details of intangible assets (net) are as follows:</b>			
Computer software		<b>26.24</b>	2.52
<b>Total intangible assets</b>		<b>26.24</b>	2.52
<b>b) The details of intangible assets under development are as follows:</b>			
Intangible assets under development		<b>232.51</b>	188.18
<b>Total</b>		<b>232.51</b>	188.18

Particulars	Note No.	Computer software
<b>c) Disclosures regarding gross block of intangible assets, amortisation and net block are as given below:</b>		
<b>Gross carrying value</b>		
As at April 1, 2019		36.88
Additions		5.50
As at March 31, 2020		42.38
As at April 1, 2020		<b>42.38</b>
Additions		<b>27.34</b>
Disposals/adjustments		<b>(16.09)</b>
<b>As at March 31, 2021</b>		<b>53.63</b>
<b>Amortisation</b>		
As at April 1, 2019		33.40
For the year		6.46
As at March 31, 2020		39.86
As at April 1, 2020		<b>39.86</b>
For the year		<b>3.59</b>
Disposals/adjustments		<b>(16.06)</b>
<b>As at March 31, 2021</b>		<b>27.39</b>
<b>Net block</b>		
<b>As at March 31, 2021</b>		<b>26.24</b>
As at March 31, 2020		2.52

## Notes to the financial statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

Particulars	Note No.	As at March 31, 2021	As at March 31, 2020
<b>6 Investments</b>			
<b>6.1 Non-current investments</b>			
<b>I. Unquoted</b>			
<b>Investments carried at cost</b>			
<b>a) Investment in equity shares of subsidiaries (fully paid up)</b>			
ICRA Analytics Limited (formerly known as ICRA Online Limited)	42	<b>2,371.76</b>	2,371.76
9951458 equity shares [previous year 9951458] of Rs. 10 each			
PT ICRA Indonesia		<b>1,497.47</b>	1,497.47
2833125 equity shares [previous year 2833125] of IDR 10000 each			
ICRA Lanka Limited		<b>256.58</b>	256.58
5948900 equity shares [previous year 5948900] of LKR 10 each			
ICRA Nepal Limited		<b>63.75</b>	63.75
255000 equity shares [previous year 102000] of NPR 100 each *			
		<b>4,189.56</b>	4,189.56
Impairment in value of investments	45	<b>(1,497.47)</b>	(1,497.47)
<b>Total (I)</b>		<b>2,692.09</b>	2,692.09
* During the year, ICRA Nepal Limited allotted 153000 bonus equity shares of NPR 100 each			
Note:- IDR denotes Indonesian Rupiah, LKR denotes Sri Lankan Rupee and NPR denotes Nepalese Rupee			
<b>II. Quoted</b>			
<b>Investments carried at fair value through profit or loss</b>			
<b>a) Investment in equity instruments (other than subsidiaries) (fully paid up)</b>			
CRISIL Limited		<b>55.17</b>	37.63
3000 equity shares [previous year 3000] of Re. 1 each			
<b>Total (II) (a)</b>		<b>55.17</b>	37.63
<b>b) Investment in mutual funds</b>			
Axis Liquid Fund - Direct Growth		<b>2,476.12</b>	2,388.92
108373.86 units [previous year 108373.86] of Rs. 1000 each			
Kotak Floating Rate Fund Direct - Growth		<b>5,139.90</b>	-
444223.504 units [previous year Nil] of Rs. 1000 each			
Nippon India Floating Rate Fund - Direct Growth Plan		<b>5,088.13</b>	-
14138418.279 units [previous year Nil] of Rs. 10 each			
TrustMF Banking & PSU Debt Fund - Direct Plan - Growth (BF-DG)		<b>3,016.23</b>	-
301101.199 units [previous year Nil] of Rs. 1000 each			
<b>Total (II) (b)</b>		<b>15,720.38</b>	2,388.92
<b>Total (II)</b>		<b>15,775.55</b>	2,426.55
<b>Total non-current investments (I + II)</b>		<b>18,467.64</b>	5,118.64

## Notes to the financial statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

Particulars	Note No.	As at March 31, 2021	As at March 31, 2020
<b>6.2 Current investments</b>			
<b>I. Unquoted</b>			
<b>Investments carried at amortised cost</b>			
<b>a) Investment in corporate deposits</b>			
Housing Development Finance Corporation Limited		-	7,969.99
LIC Housing Finance Limited		<b>1,900.00</b>	-
<b>Total (I)</b>		<b>1,900.00</b>	7,969.99
<b>Total current investments</b>		<b>1,900.00</b>	7,969.99
<b>Total investments</b>		<b>20,367.64</b>	13,088.63
<b>Summary of investments (Non-current + Current)</b>			
Aggregate value of unquoted investments		<b>6,089.56</b>	12,159.55
Aggregate value of quoted investments		<b>15,775.55</b>	2,426.55
Aggregate value of impairment in the value of investments		<b>(1,497.47)</b>	(1,497.47)
Investments carried at cost		<b>4,189.56</b>	4,189.56
Investments carried at amortised cost		<b>1,900.00</b>	7,969.99
Investments carried at fair value through profit or loss		<b>15,775.55</b>	2,426.55
Aggregate value of impairment in the value of investments		<b>(1,497.47)</b>	(1,497.47)
<b>7 Loans</b>			
<b>7.1 Non-current</b>			
<b>Secured, considered good</b>			
Loans to staff		<b>11.89</b>	18.95
<b>Unsecured, considered good</b>			
Security deposits		<b>392.35</b>	360.22
<b>Total non-current loans</b>		<b>404.24</b>	379.17
<b>7.2 Current</b>			
<b>Secured, considered good</b>			
Loans to staff		<b>2.93</b>	17.39
<b>Unsecured, considered good</b>			
Security deposits		<b>8.84</b>	4.54
<b>Total current loans</b>		<b>11.77</b>	21.93
<b>Total loans</b>		<b>416.01</b>	401.10



## Notes to the financial statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

Particulars	Note No.	As at March 31, 2021	As at March 31, 2020
<b>8 Other financial assets</b>			
<b>8.1 Non-current</b>			
<b>Unsecured, considered good</b>			
Bank deposits with maturity for more than twelve months from the reporting date		<b>11,455.23</b>	769.01
Interest accrued on fixed deposits		<b>79.64</b>	5.44
Earnest money deposit		<b>0.90</b>	0.90
<b>Total non-current other financial assets</b>		<b>11,535.77</b>	775.35
<b>8.2 Current</b>			
<b>Unsecured, considered good</b>			
Unbilled revenue		-	197.64
Interest accrued on fixed deposits		<b>816.17</b>	1,850.40
Interest accrued on investments		<b>5.00</b>	94.46
Advance paid to gratuity trust	33, 37	<b>11.11</b>	-
Earnest money deposits		<b>5.63</b>	4.08
<b>Advances recoverable</b>			
From parties other than related parties		<b>14.83</b>	5.85
<b>Others</b>			
Recoverable from related parties	37	<b>29.48</b>	26.03
Recoverable from other than related parties		<b>0.70</b>	8.29
<b>Unsecured, considered doubtful</b>			
Recoverable from other than related parties - credit impaired		<b>0.91</b>	5.75
		<b>883.83</b>	2,192.50
Allowance for doubtful other financial assets		<b>(0.91)</b>	(5.75)
<b>Total current other financial assets</b>		<b>882.92</b>	2,186.75
<b>Total other financial assets</b>		<b>12,418.69</b>	2,962.10

## Notes to the financial statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

Particulars	Note No.	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>9 Income tax</b>			
The major components of income tax expense for the years ended March 31, 2021 and March 31, 2020 are:			
<b>9.1 Income tax recognised in Statement of profit or loss</b>			
<b>Current tax</b>			
Income tax for current year		<b>1,800.20</b>	2,608.95
Income tax for earlier year		<b>(9.79)</b>	97.62
		<b>1,790.41</b>	2,706.57
<b>Deferred tax</b>			
Attributable to-			
Origination and reversal of temporary differences		<b>81.34</b>	(53.60)
Reduction in tax rate #		<b>-</b>	54.25
		<b>81.34</b>	0.65
<b>Total tax expense recognised in the Statement of Profit or Loss</b>		<b>1,871.75</b>	2,707.22
<b>9.2 Income tax recognised in other comprehensive income</b>			
Net loss/(gain) on remeasurements of defined benefit liability/asset		<b>8.56</b>	(18.11)
<b>Income tax charged to other comprehensive income</b>		<b>8.56</b>	(18.11)
<b>9.3 Aggregate current and deferred tax charge relating to items that are charged or credited directly to equity</b>		-	-
<b>9.4 Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate.</b>			
Accounting profit before tax		<b>7,166.29</b>	9,205.20
Tax using the Company's domestic tax rate 25.168% (previous year 25.168%)		<b>1,803.61</b>	2,316.76
<b>Effect of:</b>			
Reduction in tax rate #		-	54.25
Non-deductible expenses		<b>168.95</b>	72.75
Income tax for earlier year		<b>(9.79)</b>	97.62
Exempt income		<b>(0.56)</b>	(0.23)
Effect of utilisation of carried forward capital losses		<b>(87.84)</b>	(35.68)
Tax impact on sale of mutual funds *		-	203.47
Effect of lower tax rate on certain income		<b>(2.62)</b>	(1.72)
<b>Total tax expense</b>		<b>1,871.75</b>	2,707.22

# In Taxation Laws (Amendment) Act, 2019, the rate of tax was changed from 25% to 22% plus applicable surcharge and cess. Therefore, from the financial year 2019-20 onwards, effective tax rate for the Company is 25.168% and same is considered while calculating deferred tax assets/liabilities as at March 31, 2020 and as at March 31, 2021.

\* Represents mutual funds which were classified as long-term in earlier years but have been disposed off as short-term in the previous year resulting in additional tax impact in the previous year.

## Notes to the financial statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

Particulars	Note No.	As at March 31, 2021	As at March 31, 2020
<b>9.5 Deferred tax assets (net)</b>			
<b>Deferred tax assets</b>			
Lease liability		<b>403.09</b>	443.66
Provision for employees benefits		<b>186.96</b>	248.42
Provision for doubtful receivables		<b>61.55</b>	92.18
Provision for doubtful financial assets		<b>0.23</b>	1.45
Tax losses carried forward		<b>105.36</b>	50.13
<b>Total</b>		<b>757.19</b>	835.84
<b>Deferred tax liabilities</b>			
Property, plant and equipment (including intangible assets)		<b>324.53</b>	368.51
Investments at fair value through profit or loss		<b>105.36</b>	50.13
<b>Total</b>		<b>429.89</b>	418.64
<b>Total deferred tax assets (net)</b>		<b>327.30</b>	417.20

Particulars	Note No.	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>9.6 Reconciliation of deferred tax assets/ (liabilities)</b>			
<b>Opening balance</b>		<b>417.20</b>	399.74
Tax (expense)/income during the period recognised in statement of profit and loss		<b>(81.34)</b>	(0.65)
Tax (expense)/income during the period recognised in other comprehensive income		<b>(8.56)</b>	18.11
<b>Closing balance</b>		<b>327.30</b>	417.20

Particulars	Note No.	As at March 31, 2021	As at March 31, 2020
<b>9.7 Unrecognised deferred tax assets</b>			
Deferred tax assets have not been recognised in respect of following items, because it is not probable that future taxable profit will be available against which the Company can use the benefits therefrom.			
Capital losses		<b>1,784.41</b>	2,025.77
Impairment loss on investments *		<b>1,497.47</b>	1,497.47
<b>Total</b>		<b>3,281.88</b>	3,523.24
Unrecognised tax effect		<b>750.89</b>	806.12
*The deductible temporary difference do not expire under current tax legislation			
<b>9.8 Expiry period of unutilised tax losses</b>			
Financial Year 2024-25		<b>1,784.41</b>	2,025.77
<b>Total</b>		<b>1,784.41</b>	2,025.77

## Notes to the financial statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

Particulars	Note No.	As at March 31, 2021	As at March 31, 2020
<b>10 Non-current tax asset</b>			
Advance income tax (Net of provision of Rs. 32,919.09 Lakh [previous year Rs. 30,319.93 Lakh])	28 (b)	<b>871.65</b>	742.01
<b>Total</b>		<b>871.65</b>	742.01
<b>11 Other assets</b>			
<b>11.1 Non-current</b>			
<b>Unsecured, considered good</b>			
Prepayments	44	<b>5.89</b>	11.58
<b>Total non-current other assets</b>		<b>5.89</b>	11.58
<b>11.2 Current</b>			
Prepayments	44	<b>442.49</b>	623.33
Balance with government authorities		<b>2.11</b>	2.05
Projects work in progress		<b>139.94</b>	179.90
<b>Total current other assets</b>		<b>584.54</b>	805.28
<b>Total other assets</b>		<b>590.43</b>	816.86
<b>12 Trade receivables</b>			
Trade receivables considered good - Unsecured @		<b>1,599.31</b>	3,339.31
Trade receivables - credit impaired		<b>244.57</b>	366.24
		<b>1,843.88</b>	3,705.55
Allowance for doubtful trade receivables		<b>(244.57)</b>	(366.24)
<b>Total trade receivables</b>		<b>1,599.31</b>	3,339.31
@ Includes dues from related parties	37		
<b>13 Cash and cash equivalents</b>			
Cash on hand		<b>1.59</b>	2.38
<b>Balances with banks</b>			
In current accounts		<b>851.28</b>	145.69
In deposit accounts (with original maturity of three months or less)		<b>399.00</b>	-
<b>Total cash and cash equivalents</b>		<b>1,251.87</b>	148.07

## Notes to the financial statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

Particulars	Note No.	As at	
		March 31, 2021	March 31, 2020
<b>14 Other bank balances</b>			
<b>Balances with banks</b>			
In deposit accounts with original maturity for more than three months but less than twelve months from the reporting date		<b>31,057.50</b>	43,346.67
<b>Earmarked balances with banks</b>			
In unpaid dividend account		<b>11.80</b>	11.50
Deposits with maturity for more than three months and less than twelve months from the reporting date earmarked against bank guarantees		<b>19.95</b>	18.18
<b>Total</b>		<b>31,089.25</b>	43,376.35
<b>15 Equity share capital</b>			
<b>Authorised</b>			
15000000 (previous year 15000000) equity shares of Rs. 10/- each		<b>1,500.00</b>	1,500.00
		<b>1,500.00</b>	1,500.00
<b>Issued, subscribed and fully paid up</b>			
9651231 (previous year 9651231 equity shares) of Rs. 10/- each fully paid up		<b>965.12</b>	965.12
		<b>965.12</b>	965.12

Particulars	Note No.	As at March 31, 2021	
		Number of shares	Amount
<b>15.1 Reconciliation of the shares outstanding at the beginning and at the end of the reporting period</b>			
<b>Equity shares</b>			
At the commencement and at the end of the year		<b>9,651,231</b>	965.12

Particulars	Note No.	As at March 31, 2020	
		Number of shares	Amount
<b>Equity shares</b>			
At the commencement and at the end of the year		<b>9,651,231</b>	965.12

### 15.2 Terms/rights attached to equity shares

The Company has one class of equity shares having a par value of Rs.10 each. Each shareholder is eligible for one vote per share held. The dividend, if any, recommended by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

## Notes to the financial statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

Particulars	Note No.	As at March 31, 2021	As at March 31, 2020
<b>15.3 Shares held by subsidiaries of the ultimate holding company</b>			
<b>(Equity shares of Rs. 10 each fully paid-up)</b>			
<b>Moody's Investment Company India Private Limited</b>			
Number of shares		<b>3,055,900</b>	3,055,900
% of total shares		<b>31.66%</b>	31.66%
<b>Moody's Singapore Pte Limited</b>			
Number of shares		<b>1,949,722</b>	1,949,722
% of total shares		<b>20.20%</b>	20.20%
<b>15.4 Details of shareholders holding more than 5% shares in the Company</b>			
<b>(Equity shares of Rs. 10 each fully paid-up)</b>			
<b>Moody's Investment Company India Private Limited</b>			
Number of shares		<b>3,055,900</b>	3,055,900
% of total shares		<b>31.66%</b>	31.66%
<b>Moody's Singapore Pte Limited</b>			
Number of shares		<b>1,949,722</b>	1,949,722
% of total shares		<b>20.20%</b>	20.20%
<b>Aditya Birla Sun Life Trustee Private Limited A/c Aditya Birla Sun Life MNC Fund</b>			
Number of shares		<b>954,754</b>	954,754
% of total shares		<b>9.89%</b>	9.89%
<b>Life Insurance Corporation of India</b>			
Number of shares		<b>593,004</b>	715,355
% of total shares		<b>6.14%</b>	7.41%
<b>Pari Washington India Master Fund, Ltd.</b>			
Number of shares		<b>715,014</b>	702,840
% of total shares		<b>7.41%</b>	7.28%
<b>16 Other equity</b>			
Capital reserve	34	<b>1,204.91</b>	754.78
Capital redemption reserve		<b>34.88</b>	34.88
General reserve		<b>7,802.44</b>	7,802.44
Other comprehensive income		<b>(121.42)</b>	(146.88)
Retained earnings		<b>51,572.08</b>	48,842.70
<b>Total other equity</b>		<b>60,492.89</b>	57,287.92

## Notes to the financial statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

### Nature of reserves

#### a) Capital reserve

Capital reserves represents amount of LTIP plan funded by ICRA Employees Welfare Trust ("ESOP Trust") to the employees of the Company. (Refer note 34)

#### b) Capital redemption reserve

The Company has bought back equity shares and as per the provisions of the Companies Act, 2013, is required to create capital redemption reserve.

#### c) General reserve

The General reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the General reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the General reserve will not be reclassified subsequently to the Statement of Profit and Loss.

Particulars	Note No.	As at March 31, 2021	As at March 31, 2020
<b>17 Other financial liabilities</b>			
<b>17.1 Non-current</b>			
Lease liabilities		<b>1,346.90</b>	1,588.55
<b>Total non-current other financial liabilities</b>		<b>1,346.90</b>	1,588.55
<b>17.2 Current</b>			
Unpaid dividends		<b>11.81</b>	11.50
Creditors for capital supplies and services		-	1.01
Due to related parties	37	<b>26.68</b>	36.14
Payable to employees		<b>330.72</b>	389.86
Deposits for vehicles		<b>11.58</b>	28.10
Lease liabilities		<b>254.72</b>	174.26
Other liabilities		<b>27.08</b>	46.87
<b>Total current other financial liabilities</b>		<b>662.59</b>	687.74
<b>Total other financial liabilities</b>		<b>2,009.49</b>	2,276.29
<b>18 Provisions</b>			
<b>18.1 Non-current</b>			
<b>Provision for employee benefits</b>			
Provision for compensated absence		<b>157.51</b>	152.57
<b>Total non-current provisions</b>		<b>157.51</b>	152.57

## Notes to the financial statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

Particulars	Note No.	As at March 31, 2021	As at March 31, 2020
<b>18.2 Current</b>			
<b>Provision for employee benefits</b>			
Provisions for gratuity	33	-	24.53
Provision for compensated absence		<b>150.20</b>	148.19
Other employee benefits		<b>1,883.48</b>	1,284.36
<b>Others</b>			
Provision for pending litigations	29, 46	-	75.00
Provision for service tax	46	<b>15.91</b>	15.91
<b>Total current provisions</b>		<b>2,049.59</b>	1,547.99
<b>Total provisions</b>		<b>2,207.10</b>	1,700.56
<b>19 Other liabilities</b>			
<b>19.1 Current</b>			
Unearned revenue	43	<b>3,721.16</b>	3,182.19
Advance from customers		<b>1,143.15</b>	1,212.90
Statutory dues		<b>701.70</b>	718.31
<b>Total current other liabilities</b>		<b>5,566.01</b>	5,113.40
<b>Total other liabilities</b>		<b>5,566.01</b>	5,113.40
<b>20 Trade payables</b>			
(A) Total outstanding dues of micro and small enterprises: and		<b>47.09</b>	10.37
(B) Total outstanding dues other than micro and small enterprises		<b>286.43</b>	928.18
<b>Total trade payables</b>		<b>333.52</b>	938.55
<b>20.1</b> Based on the information available with the Company, some suppliers have been identified who are registered under Micro, Small & Medium Enterprises Development Act, 2006 (MSMED), to whom the Company owes dues, but the same are not outstanding for more than 45 days as at reporting date. The information has been determined to the extent such parties have been identified on the basis of information available with the Company.			
The principal amount payable to suppliers at the year end		<b>47.09</b>	10.30
The amount of interest due on the remaining unpaid amount to the suppliers as at the year end		-	-



## Notes to the financial statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

Particulars	Note No.	As at March 31, 2020	As at March 31, 2019
The amount of interest paid by the buyer in terms of section 16 of the MSMED, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year		-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED		-	0.07
The amount of interest accrued and remaining unpaid at the end of each accounting year		-	0.07
The amount of further interest remaining due and payable in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of MSMED		-	-
<b>21 Current tax liabilities (net)</b>			
Provision for income tax (Net of advance tax of Rs. 1781.59 Lakh [previous year Rs. 2,561.36 Lakh])		<b>78.14</b>	107.47
<b>Total</b>		<b>78.14</b>	107.47

Particulars	Note No.	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>22 Revenue from operations</b>			
<b>Sale of services</b>			
Rating, research and other services fees	43	<b>17,831.24</b>	20,540.20
<b>Total sale of services</b>		<b>17,831.24</b>	20,540.20
<b>Other operating revenue</b>			
Advances received from customers written back		<b>237.23</b>	178.91
Royalty	37	<b>38.77</b>	37.09
Others		<b>19.48</b>	22.06
<b>Total other operating revenue</b>		<b>295.48</b>	238.06
<b>Total revenue from operations</b>		<b>18,126.72</b>	20,778.26
<b>23 Other income</b>			
Interest income on fixed deposits		<b>2,625.09</b>	3,013.67
Interest income on investments		<b>458.36</b>	639.27
Other interest income		<b>37.41</b>	37.49
Dividend from subsidiary company	37	<b>32.80</b>	21.47
Gain on financial assets carried at FVTPL (net)		<b>349.00</b>	314.52
Rental income	37	<b>25.57</b>	28.19
Profit on sale of property, plant and equipment (net)		<b>100.24</b>	-
Miscellaneous income		<b>3.80</b>	2.79
<b>Total other income</b>		<b>3,632.27</b>	4,057.40

## Notes to the financial statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

Particulars	Note No.	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>24 Employee benefit expenses</b>			
Salaries, wages and bonus		<b>10,249.04</b>	9,837.67
Contribution to provident fund	33	<b>403.49</b>	403.06
Staff welfare expense		<b>351.40</b>	270.00
<b>Total employee benefits expense</b>		<b>11,003.93</b>	10,510.73
<b>25 Finance costs</b>			
Interest on lease liabilities	44	<b>173.06</b>	164.75
Other interest costs		-	1.47
<b>Total finance costs</b>		<b>173.06</b>	166.22
<b>26 Depreciation and amortisation expense</b>			
Depreciation of property, plant and equipment	4	<b>520.96</b>	531.18
Amortisation of intangible assets	5	<b>3.59</b>	6.46
<b>Total depreciation and amortisation expense</b>		<b>524.55</b>	537.64
<b>27 Other expenses</b>			
Electricity and water		<b>33.88</b>	76.86
Rent	44	<b>23.84</b>	25.95
Repairs and maintenance		<b>760.87</b>	671.42
Insurance		<b>15.27</b>	5.24
Rates and taxes		<b>32.99</b>	31.04
Communication		<b>89.11</b>	130.87
Printing and stationery		<b>7.32</b>	49.54
Books and periodicals		<b>100.82</b>	92.16
Travelling and conveyance		<b>28.67</b>	346.44
Directors' sitting fees		<b>54.00</b>	39.80
Legal and professional charges		<b>1,120.36</b>	1,884.99
Conference and meeting		<b>0.96</b>	36.60
Advertisement		<b>3.16</b>	2.61
Auditor's remuneration and expenses	36	<b>48.90</b>	251.87
Technical services		<b>23.73</b>	22.54
Bad debts/advances written off (net of provisions)		<b>74.63</b>	213.71
Corporate social responsibility	30	<b>189.41</b>	310.13
Fees and subscription		<b>7.69</b>	12.41
Remuneration to non executive directors		<b>65.00</b>	65.00
Recruitment		<b>186.68</b>	119.49
Loss on sale/write off of property, plant and equipment (net)		-	0.43
Miscellaneous		<b>23.87</b>	26.77
<b>Total other expenses</b>		<b>2,891.16</b>	4,415.87

## Notes to the financial statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
<b>28 Commitments and contingencies</b>		
<b>a) Capital commitments</b>		
Estimated amount of contract remaining to be executed on capital account and not provided for (net of capital advances)	<b>119.84</b>	99.50
<b>b) Contingent liabilities</b>		
(to the extent not provided)		
Income tax <sup>#</sup>	<b>1,018.53</b>	977.23
Others	<b>12.09</b>	12.09
Total	<b>1,030.62</b>	989.32

<sup>#</sup> The Company is contesting the demand and the management believe that its position will likely be upheld in the appellate process. The management believes that the ultimate outcome of these proceedings will not have a material adverse effect on the Company's financial position and results of operations.

The Supreme Court on February 28, 2019 had provided its judgement regarding inclusion of other allowances such as travel allowances, special allowances, etc within the expression 'basic wages' for the purpose of computation of contribution of provident fund under the Employees' Provident Fund and Miscellaneous Provisions Act, 1952. There are interpretive challenges on the application of the Supreme Court Judgement including the period from which judgment would apply, consequential implications on resigned employees etc. Further, various stakeholders have also filed representations with Provident fund authorities. All these factors raises significant uncertainty regarding the implementation of the Supreme Court Judgement. Owing to the aforesaid uncertainty and pending clarification from regulatory authorities in this regard, the Company has not recognised provision for the provident fund contribution on the basis above mentioned order w.e.f. order date till March 31, 2019 as the impact was immaterial. However, from April 1, 2019, the Company has started inclusion of such allowances within the expression of 'basic wages' for the purpose of computation of provident fund.

**29** During the year ended March 31, 2021, the Company was dealing with certain continuing matters and following are the updates:

- (a) The Securities and Exchange Board of India (SEBI) enhanced the penalty amount from Rs. 25 Lakhs to Rs. 1 Crore in respect of an adjudication proceeding initiated by it in relation to the credit ratings assigned to one of the Company's customer and the customer's subsidiaries. The Company deposited the enhanced penalty amount under protest and filed an appeal with the Securities Appellate Tribunal contesting the said order. The said appeal is under review. On this matter, the Company also co-operated with other government agencies in relation to queries received from them.
- (b) The Board of Directors ("Board") had previously appointed external experts to examine and report on anonymous representations making certain allegations against two former officials which were forwarded to the Company by SEBI ("Representations"). The findings of the external experts indicated that the conduct of the aforesaid officials was not in conformity with certain applicable regulations and the Company policies relating to credit rating activities. The key findings along with the remedial measures were submitted to SEBI in July 2020. The Company has implemented the remedial measures, including termination of services of aforesaid officials.
- (c) The Company had also received another anonymous representation in the previous financial year. The Company has concluded the examination thereof and finalised the necessary action plan during the current financial year. The findings did not indicate any adverse financial impact.

Basis the foregoing and the legal counsel opinion obtained; the Company does not foresee any significant adverse implications on the Company.

## Notes to the financial statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

### 30 Corporate social responsibility expenditure

As per Section 135 of the Act, a company, meeting the applicability threshold, is required to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility activities. The expenditure has been incurred on activities which are specified in Schedule VII to the Act.

- a) Gross amount required to be spent by the Company during the year ended March 31, 2021 was Rs. 225.44 Lakh (previous year Rs. 238.87 Lakh).
- b) Amount spent during the year ended:

Particulars	March 31, 2021		Total
	In cash	Yet to be paid cash	
(i) Construction/ acquisition of any asset	-	-	-
(ii) On purposes other than (i) above *	189.41	-	189.41

Particulars	March 31, 2020		Total
	In cash	Yet to be paid cash	
(i) Construction/ acquisition of any asset	-	-	-
(ii) On purposes other than (i) above	310.13	-	310.13

\* Pursuant to appeal letter no. 05/1/2020-CSR-MCA dated March 30, 2020 received from Ministry of Corporate Affairs, the Company contributed Rs. 100.00 Lakh to PM Cares Fund on March 31, 2020 which resulted in to Rs. 71.26 Lakh excess spent over previous year obligation. Out of excess spent, Rs. 36.03 Lakh has been offset against the current year's obligation and balance of Rs. 35.23 Lakh will be offset with next years' obligation as per applicable provisions.

### 31 Earnings per share

#### a) Basic earnings per share

Basic earnings per share amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding. The calculations of profit attributable to equity holders, weighted average number of equity shares outstanding during the year and basic earnings per share are as follows:

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>(i) Profit attributable to the equity holders</b>		
Profit for the year, attributable to the equity holders	5,294.54	6,497.98
<b>(ii) Weighted average number of equity shares</b>		
Opening balance	9,651,231	9,651,231
Shares held by ESOP Trust	(31,950)	(31,950)
<b>Weighted average number of equity shares for the year</b>	<b>9,619,281</b>	<b>9,619,281</b>
<b>(iii) Basic earnings per share (face value Rs.10 per share)</b>	<b>55.04</b>	<b>67.55</b>
<b>[(i) / (ii)]</b>		

## Notes to the financial statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

### b) Diluted earnings per share

Diluted earnings per share amounts are calculated by dividing the profit attributable to equity holders after adjustment for expense related to dilutive potential equity shares (if any) by the weighted average number of equity shares outstanding during the year after adjustment for the effect of all the dilutive potential equity shares into equity shares. The calculations of profit attributable to equity holders, equity shares outstanding during the year after adjustment for the effect of all the dilutive potential equity shares into equity shares and diluted earnings per share are as follows:

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>(i) Profit attributable to the equity holders (diluted)</b>		
Profit for the year, attributable to the equity holders (diluted)	<b>5,294.54</b>	6,497.98
<b>(ii) Weighted average number of equity shares (diluted)</b>		
Weighted average number of equity shares (basic)	<b>9,619,281</b>	9,619,281
Effect of dilution of share options	-	-
<b>Weighted average number of equity shares (diluted)</b>	<b>9,619,281</b>	9,619,281
<b>(iii) Diluted earnings per share (face value Rs.10 per share) [(i) / (ii)]</b>	<b>55.04</b>	67.55

### 32 Dividend on equity shares

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>Dividend on equity shares declared and paid during the year</b>		
Final dividend of Rs. 27 per share for financial year 2019-20 (Rs. 30 per share for financial year 2018-19)	<b>2,605.83</b>	2,895.37
Dividend distribution tax (net) #	-	595.15
<b>Total</b>	<b>2,605.83</b>	3,490.52
<b>Proposed dividend on equity shares not recognised as liability</b>		
Final dividend of Rs. 27 per share for financial year 2020-21 (Rs. 27 per share for financial year 2019-20)	<b>2,605.83</b>	2,605.83
<b>Total</b>	<b>2,605.83</b>	2,605.83

# Dividend distribution tax abolished with effect from April 1, 2020.

### 33 Employee benefits

#### a) Defined contribution plans

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Provident Fund and Employees' State Insurance which are the defined contribution plans. The Company has no obligations other than to make the specified contributions. The contributions are charged to the Statement of Profit and Loss as they accrue. The amount recognised as an expense towards contribution to these funds aggregating to Rs. 403.49 Lakh for year ended March 31, 2021 (previous year Rs. 403.06 Lakh) and is included in "Employee benefits expense".

## Notes to the financial statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

### b) Defined benefit plans

The Company has a defined benefit gratuity plan, governed by the Payment of Gratuity Act, 1972. Plan entitles an employee, who has rendered at least five years of services, to gratuity at the rate of fifteen days salary for every completed year of service or part thereof in excess of six months, based on the rate of salary last drawn by the employee concern.

The defined benefit plan for gratuity is administered by a single gratuity fund trust that is legally separate from the Company. The trustees of the gratuity fund comprises four employees. The trustees of the gratuity fund is required to act in the best interests of the members and/or their beneficiaries in accordance with the provisions of trust deed. This defined benefit plan expose the Company to actuarial risks, such as interest rate risk and market (investment) risk.

### (i) Reconciliation of the net defined benefit liability/ (asset)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>Changes in the present value of the defined benefit obligations</b>		
Defined benefit obligations at the beginning of the year	<b>1,137.69</b>	988.33
Current service cost	<b>114.09</b>	102.65
Interest expense/ (income)	<b>63.73</b>	64.79
Benefits directly paid by the Company	<b>(115.03)</b>	(98.64)
Actuarial (gain)/ loss recognised in other comprehensive income		
- changes in financial assumptions	<b>18.89</b>	53.58
- experience adjustments	<b>(54.07)</b>	26.98
Liability transferred from group company	<b>1.27</b>	-
Defined benefit obligations at the end of the year	<b>1,166.57</b>	1,137.69
<b>Changes in the fair value of plan assets</b>		
Fair value of plan assets at the beginning of the year	<b>1,113.16</b>	995.84
Contribution paid to the plan assets	-	40.00
Interest income on plan assets	<b>65.68</b>	68.71
Actuarial gain/(loss) on plan assets	<b>(1.16)</b>	8.61
Fair value of plan assets at the end of the year	<b>1,177.68</b>	1,113.16
<b>Net defined benefit liability/ (asset)</b>	<b>(11.11)</b>	24.53
<b>Provisions for gratuity</b>		
Non-current	-	-
Current	-	24.53
<b>Total</b>	<b>-</b>	24.53
<b>Advance paid to gratuity trust</b>		
Non-current	-	-
Current	<b>11.11</b>	-
<b>Total</b>	<b>11.11</b>	-
<b>Net defined benefit liability/ (asset)</b>	<b>(11.11)</b>	24.53

## Notes to the financial statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

### (ii) Expense recognised in the Statement of Profit and Loss:

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>Expense recognised in profit and loss account</b>		
Current service cost	114.09	102.65
Net interest expense/(income)	(1.95)	(3.92)
	<b>112.14</b>	<b>98.73</b>
<b>Remeasurements recognised in other comprehensive income:</b>		
Actuarial (gain)/ loss on defined benefit obligations	(35.18)	80.56
Return on plan assets excluding interest income	1.16	(8.61)
	<b>(34.02)</b>	<b>71.95</b>

### (iii) Plan assets comprise of the following:

Particulars	As at March 31, 2021	As at March 31, 2020
Kotak Group Floating Rate Fund	394.73	375.29
Kotak Group Short Term Bond Fund	404.13	380.93
Kotak Secure Return Employee Benefit Plan	378.82	356.94
<b>Total</b>	<b>1,177.68</b>	<b>1,113.16</b>

### (iv) Actuarial assumptions

Principal actuarial assumptions at the reporting date are as under:

Particulars	As at March 31, 2021	As at March 31, 2020
Discount rate	5.70%	5.90%
Future salary escalation rate		
- For first five years	10.00%	10.00%
- Thereafter	7.00%	7.00%
Withdrawal rate	20.00%	20.00%
Retirement age	60	60
Mortality rate	<b>Indian Assured Lives Mortality (2006-08) (modified) Ult.</b>	Indian Assured Lives Mortality (2006-08) (modified) Ult.

The estimates of future salary escalation rate, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market. Assumptions regarding future mortality are based on the published statistics and mortality tables. The calculation of the defined benefit obligation is sensitive to the mortality assumptions.

As at March 31, 2021, the weighted-average duration of the defined benefit obligation was 5 years (March 31, 2020: 5 years).

## Notes to the financial statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

### (v) Sensitivity analysis

Reasonable possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumption constant, would have affected the defined obligation by the amounts shown below:

Particulars	Sensitivity level		Impact on Defined benefit obligation	
	As at March 31, 2021	As at March 31, 2020	As at March 31, 2021	As at March 31, 2020
<b>Assumptions</b>				
Discount rate	<b>0.5% Increase</b>	0.5% Increase	<b>(23.97)</b>	(23.18)
	<b>0.5% Decrease</b>	0.5% Decrease	<b>25.02</b>	24.18
Future salary escalation rate	<b>0.5% Increase</b>	0.5% Increase	<b>19.45</b>	18.79
	<b>0.5% Decrease</b>	0.5% Decrease	<b>(19.37)</b>	(18.42)
Withdrawal rate	<b>5% Increase</b>	5% Increase	<b>(20.23)</b>	(15.01)
	<b>5% Decrease</b>	5% Decrease	<b>12.04</b>	13.22

The sensitivity results above determine their individual impact on defined benefit obligation at the end of year. In reality, the plan is subject to multiple external experience items which may move the defined benefit obligation in similar or opposite directions, while the plan's sensitivity to such changes can vary over time.

### The following payments are expected in future years:

Particulars	As at March 31, 2021
March 31, 2022	<b>222.54</b>
March 31, 2023	<b>210.03</b>
March 31, 2024	<b>207.37</b>
March 31, 2025	<b>207.06</b>
March 31, 2026	<b>199.48</b>
March 31, 2027 to March 31, 2031	<b>726.57</b>

- 34** From the financial year 2018-19, the ESOP Trust introduced LTIP Plan as an incentive to reward a cash amount to the eligible employees of the Company. Based on the estimation, expense of Rs. 450.13 Lakh (previous year Rs. 474.83 Lakh) has been recognised and correspondingly, accounted as capital reserve in the Company.

### 35 Share based payment

The Company's Employee Stock Option Schemes ("ESOSs") provide for the grant of stock options to eligible employees and whole time directors of the Company and its subsidiaries. The ESOSs are administered through ESOP Trust. The Trust transfers shares to the eligible employees upon exercise of the options by such employees.

During financial year 2018-19, the Company had introduced a new stock option scheme namely "ESOS 2018" effective from June 28, 2018. The grant price shall be as decided by the Nomination and Remuneration Committee ('N&RC') of the Company. The number of options and terms could vary at the discretion of the N&RC. Till March 31, 2021, the Company has not granted any option under ESOS 2018.



## Notes to the financial statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

### 36 Remuneration to Auditor (excluding goods and service tax)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Audit fees	21.32	21.32
Additional audit fees *	-	201.96
Limited review fees	17.79	17.79
Tax audit fees	6.74	6.74
Other certification services fees	1.15	1.15
Reimbursement of expenses	1.90	2.91
<b>Total</b>	<b>48.90</b>	<b>251.87</b>

\* Additional audit fees represents the claim received from auditors in the previous financial year towards incremental efforts incurred by them on certain regulatory matters, as approved by the Board of Directors.

### 37 Related party transactions

#### A. List of related parties

##### a) Related parties and nature of related party relationships where control exists

Ultimate holding company

Moody's Corporation

Companies having substantial interest

Moody's Investment Company India Private Limited

Moody's Singapore Pte Limited

##### b) Related parties and nature of related party relationships with whom transactions have taken place during the year

##### i) Subsidiaries including step-down subsidiaries

ICRA Management Consulting Services Limited (Merged with ICRA Analytics Limited w.e.f. November 15, 2019. Refer note no. 42)

ICRA Analytics Limited

PT ICRA Indonesia

ICRA Nepal Limited

ICRA Lanka Limited

Pragati Development Consulting Services Limited

##### ii) Trusts

ICRA Employees Welfare Trust

ICRA Limited Employees Group Gratuity Scheme

##### iii) Fellow subsidiaries

Moody's Investors Service India Private Limited

Moody's Investors Service Inc.

MIS Quality Management Corp.

Moody's Investors Service Hong Kong Limited

## Notes to the financial statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

### c) Key management personnel

Mr. N. Sivaraman (w.e.f. August 10, 2020)  
 Mr. Vipul Agarwal  
 Mr. Amit Kumar Gupta  
 Mr. S. Shakeb Rahman  
 Mr. Naresh Takkar (till September 28, 2019)

### Independent directors

Mr. Arun Duggal  
 Ms. Ranjana Agarwal  
 Ms. Radhika Vijay Haribhakti

### B. Transactions and balances with related parties

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020	As at March 31, 2021	As at March 31, 2020
<b>a) Related parties where control exists:</b>				
<i>Ultimate Holding Company</i>				
<b>1 Moody's Corporation</b>				
Technical services received	15.20	14.02	-	-
Other financial liabilities - Due to related parties	-	-	5.52	5.57
<i>Companies having substantial interest</i>				
<b>2 Moody's Investment Company India Private Limited</b>				
Dividend paid	825.09	916.77	-	-
<b>3 Moody's Singapore Pte Limited</b>				
Dividend paid	526.42	584.92	-	-
<b>b (i) Subsidiaries including step-down subsidiaries</b>				
<b>1 ICRA Management Consulting Services Limited</b>				
Professional services received	-	62.28	-	-
Rental income	-	4.82	-	-
Reimbursement of expenses received/receivable	-	1.68	-	-
<b>2 ICRA Analytics Limited (formerly known as ICRA Online Limited)</b>				
Professional services received	76.58	76.11	-	-
Professional services provided	16.93	-	-	-

## Notes to the financial statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020	As at March 31, 2021	As at March 31, 2020
Intangible assets under development	-	10.98	-	-
Rental income	<b>2.07</b>	1.75	-	-
Royalty income	<b>5.00</b>	0.83	-	-
Reimbursement of expenses received/ receivable	<b>7.85</b>	5.37	-	-
Amount received on behalf of related party	-	4.17	-	-
Prepayments - current	-	-	<b>0.81</b>	1.00
Other current liabilities - unearned revenue	-	-	<b>3.07</b>	-
Other financial liabilities - due to related parties	-	-	<b>16.39</b>	25.78
<b>3 ICRA Nepal Limited</b>				
Royalty income	<b>25.38</b>	28.79	-	-
Dividend income	<b>32.80</b>	21.47	-	-
Other operating revenue - others	-	0.44	-	-
Reimbursement of expenses received/ receivable	-	0.01	-	-
Trade receivables	-	-	<b>5.62</b>	13.56
Other financial assets - other recoverables	-	-	<b>26.38</b>	20.40
<b>4 ICRA Lanka Limited</b>				
Royalty income	<b>8.39</b>	7.47	-	-
Trade receivables	-	-	<b>8.32</b>	7.57
<b>5 Pragati Development Consulting Services Limited</b>				
Rental income	<b>1.31</b>	0.49	-	-
Reimbursement of expenses received/ receivable	<b>0.65</b>	0.32	-	-
Other financial assets - other recoverables	-	-	<b>0.21</b>	0.81
<b>b (ii) Trusts</b>				
<b>1 ICRA Employees Welfare Trust</b>				
Dividend paid	<b>8.63</b>	9.59	-	-
Salaries, wages and bonus - LTIP	<b>450.13</b>	474.83	-	-
Capital reserve	-	-	<b>1,204.91</b>	754.78
<b>2 ICRA Limited Employees Group Gratuity Scheme</b>				
Amount contributed during the year	-	40.00	-	-
Other financial assets - Advance paid to gratuity trust	-	-	<b>11.11</b>	-

## Notes to the financial statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020	As at March 31, 2021	As at March 31, 2020
<b>b (iii) Fellow subsidiaries</b>				
<b>1 Moody's Investors Service India Private Limited</b>				
Rental income	<b>22.19</b>	21.13	-	-
Reimbursement of expenses received/receivable	<b>3.44</b>	4.47	-	-
Other financial assets - Other recoverables	-	-	<b>2.89</b>	4.82
<b>2 Moody's Investors Service Inc.</b>				
Other financial liabilities - Due to related parties	-	-	<b>0.63</b>	0.63
<b>3 MIS Quality Management Corp.</b>				
Trademark license fees	<b>7.34</b>	7.34	-	-
Other financial liabilities - Due to related parties	-	-	<b>3.88</b>	3.90
<b>4 Moody's Investors Service Hong Kong Limited</b>				
Technical services received	<b>1.19</b>	1.18	-	-
Other financial liabilities - Due to related parties	-	-	<b>0.26</b>	0.26
<b>c) Key management personnel</b>				
<b>1 Mr. N. Sivaraman</b>				
Remuneration *	<b>345.36</b>	-	-	-
<b>2 Mr. Vipul Agarwal</b>				
Remuneration *	<b>201.52</b>	219.88	-	-
Reimbursement of expenses paid	<b>0.64</b>	0.01	-	-
Other financial liabilities - payable to employees	-	-	<b>11.97</b>	7.00
<b>3 Mr. Amit Kumar Gupta</b>				
Remuneration *	<b>117.54</b>	98.83	-	-
Reimbursement of expenses paid	<b>0.33</b>	0.04	-	-
Other financial liabilities - payable to employees	-	-	<b>4.50</b>	2.50
<b>4 Mr. S. Shakeb Rahman</b>				
Remuneration *	<b>40.89</b>	38.67	-	-
Dividend paid by the Company	<b>0.08</b>	0.09	-	-
Other financial liabilities - payable to employees	-	-	<b>3.64</b>	2.33

## Notes to the financial statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020	As at March 31, 2021	As at March 31, 2020
<b>5 Mr. Naresh Takkar</b>				
Remuneration *	-	209.98	-	-
Interest received by the Company	-	0.18	-	-
Reimbursement of expenses paid	-	0.02	-	-
Dividend paid by the Company	-	12.60	-	-
Provisions - other employee benefits	-	-	<b>147.48</b>	147.48
Other financial liabilities - payable to employees	-	-	<b>151.88</b>	151.88
<b>6 Mr. Arun Duggal</b>				
Remuneration to non executive directors	<b>25.00</b>	25.00	-	-
Sitting fees paid	<b>15.75</b>	11.20	-	-
Reimbursement of expenses paid	<b>25.00</b>	4.72	-	-
Trade payable	-	-	<b>28.91</b>	22.50
<b>7 Ms. Ranjana Agarwal</b>				
Remuneration to non executive directors	<b>20.00</b>	20.00	-	-
Sitting fees paid	<b>20.25</b>	15.20	-	-
Trade payable	-	-	<b>18.50</b>	18.00
<b>8 Ms. Radhika Vijay Haribhakti</b>				
Remuneration to non executive directors	<b>20.00</b>	20.00	-	-
Sitting fees paid	<b>18.00</b>	13.40	-	-
Reimbursement of expenses paid	-	0.04	-	-
Trade payable	-	-	<b>18.50</b>	18.00

\* As the liabilities for gratuity and compensated absences are provided on an actuarial basis for the Company as a whole, the amounts pertaining to the key management personnel is not included above.

### 38 Segment information

The Company's business activity falls within a single primary operating segment viz. "Rating, research and other services". The operating segment has been defined based on regular review by the Company's Chief Operating Decision Maker to assess the performance of the Company and to make decision about allocation of resources. The Company renders its services to customers located in India and does not have any operations in economic environment with different risks and returns. Hence, it is considered as operating in a single geographical segment.

## Notes to the financial statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

### 39 Financial instruments

#### 39.1 Financial instruments by category

The following tables presents the carrying value and fair value of each category of financial assets and liabilities as at March 31, 2021 and March 31, 2020:

##### a) Fair value of financial assets

Particulars	Carrying values		Fair values	
	As at March 31, 2021	As at March 31, 2020	As at March 31, 2021	As at March 31, 2020
<b>Financial assets measured at fair value through profit or loss</b>				
Investment in equity shares	<b>55.17</b>	37.63	<b>55.17</b>	37.63
Investment in mutual funds	<b>15,720.38</b>	2,388.92	<b>15,720.38</b>	2,388.92
<b>Total (A)</b>	<b>15,775.55</b>	2,426.55	<b>15,775.55</b>	2,426.55
<b>Financial assets measured at amortised cost</b>				
Investment in corporate deposits	<b>1,900.00</b>	7,969.99	<b>1,900.00</b>	7,969.99
Loans	<b>416.01</b>	401.10	<b>416.01</b>	401.10
Trade receivables	<b>1,599.31</b>	3,339.31	<b>1,599.31</b>	3,339.31
Cash and cash equivalents	<b>1,251.87</b>	148.07	<b>1,251.87</b>	148.07
Other bank balances	<b>31,089.25</b>	43,376.35	<b>31,089.25</b>	43,376.35
Others	<b>12,418.69</b>	2,962.10	<b>12,418.69</b>	2,962.10
<b>Total (B)</b>	<b>48,675.13</b>	58,196.92	<b>48,675.13</b>	58,196.92
<b>Financial assets measured at cost</b>				
Investment in subsidiaries	<b>2,692.09</b>	2,692.09	<b>2,692.09</b>	2,692.09
<b>Total (C)</b>	<b>2,692.09</b>	2,692.09	<b>2,692.09</b>	2,692.09
<b>Total (A+B+C)</b>	<b>67,142.77</b>	63,315.56	<b>67,142.77</b>	63,315.56

## Notes to the financial statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

### b) Fair value of financial liabilities

Particulars	Carrying values		Fair values	
	As at	As at	As at	As at
	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020
<b>Financial liabilities measured at amortised cost</b>				
Trade payables	<b>333.52</b>	938.55	<b>333.52</b>	938.55
Others financial liabilities	<b>2,009.49</b>	2,276.29	<b>2,009.49</b>	2,276.29
<b>Total</b>	<b>2,343.01</b>	3,214.84	<b>2,343.01</b>	3,214.84

The fair value of the financial assets and liabilities represents the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

- The fair values of the quoted investments in equity shares and mutual funds are based on market price and net asset value (NAV) at the reporting date.
- For other financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

Management has assessed that fair value of trade receivables, cash and cash equivalents, other bank balances, investments, trade payables, other financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

### 39.2 Fair value hierarchy

All financial instruments for which fair value is recognised or disclosed are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole.

Level 1: Quoted prices for identical instruments in active markets.

Level 2: Valuation techniques for which the lowest level input which has a significant effect on the fair value measurement are observable, either directly or indirectly.

Level 3: Valuation techniques for which the lowest level input which has a significant effect on the fair value measurement is not based on observable market data.

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities:

## Notes to the financial statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

### Quantitative disclosures fair value measurement hierarchy for financial assets and liabilities as at March 31, 2021

Particulars	Level 1	Level 2	Level 3	Total
<b>Financial assets:</b>				
<b>Financial assets measured at fair value through profit or loss</b>				
Investment in equity shares	55.17	-	-	55.17
Investment in mutual funds	15,720.38	-	-	15,720.38
<b>Total</b>	<b>15,775.55</b>	<b>-</b>	<b>-</b>	<b>15,775.55</b>

There have been no transfers between Level 1 and Level 2 during the period.

### Quantitative disclosures fair value measurement hierarchy for financial assets and liabilities as at March 31, 2020

Particulars	Level 1	Level 2	Level 3	Total
<b>Financial assets:</b>				
<b>Financial assets measured at fair value through profit or loss</b>				
Investment in equity shares	37.63	-	-	37.63
Investment in mutual funds	2,388.92	-	-	2,388.92
<b>Total</b>	<b>2,426.55</b>	<b>-</b>	<b>-</b>	<b>2,426.55</b>

### 39.3 Financial risk management objectives and policies

#### Risk management framework

The Board has overall responsibility for establishing and governing the Company's risk management framework. The Board has delegated monitoring and reviewing of the risk management plan to the Risk Management Committee. The Company has constituted a Executive Risk Committee, a Risk management team and functional sub-committees which are responsible for identify, analyse, mitigate and monitor risks as per risk management framework. The primary risks and mitigation actions are also placed before Risk Management Committee and Board.

The Company is exposed to various risks in relation to financial instruments. The Company financial assets and liabilities are summarised in note 39.1. The main types of financial risks are market risk (price risk), credit risk and liquidity risk.

#### a) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes may result from changes in foreign currency rate, interest rate, price and other market changes. The Company's exposure to market risk is mainly due to price risk.

#### Price risk

The risk that the fair value or future cash flows of a financial instrument will fluctuate because changes in the market prices, whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market. The Company has adopted disciplined practices including



position sizing, diversification, valuation, loss prevention, due diligence and exit strategies in order to mitigate losses as defined in Board approved investment policy.

The Company is exposed to price risk arising mainly from investment in equity shares and investment in mutual funds recognised at fair value through profit or loss. The detail of such investments are given in note 39.1. If the prices had been higher/ lower by 1% from the market prices existing as at the reporting date, profit would have been increased/ decreased by Rs. 157.76 Lakh and Rs. 24.27 Lakh for the year ended March 31, 2021 and March 31, 2020 respectively.

## b) Credit risk

Credit risk is the risk of financial loss to the Company if customer or counterparty to financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customer and investment in mutual funds and deposits with banks.

To manage credit risk, the Company periodically review its receivables from customer for any non-recoverability of the dues, taking in to account the inputs from business development team and ageing of trade receivables. The management establishes an allowance for impairment that represents its expected credit losses in respect of trade and other financial assets. The management uses a simplified approach for the purpose of computation of expected credit loss. While computing expected credit loss, the management consider historical credit loss experience adjusted with forward looking information.

Movement in the expected credit loss allowance is as follows:

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Loss allowance at the commencement of the year	371.99	445.25
Changes in loss allowance, net	(126.51)	(73.26)
Loss allowance at the end of the year	<b>245.48</b>	371.99

The Company invests its surplus funds as per the investment policy of the Company, which has been approved by the Board of Directors. Deposits are held with only high rated banks.

## c) Liquidity risk

Liquidity risk is the risk that the Company's will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial assets. For the Company, liquidity risk arises from obligations on account of financial liabilities - Trade payable and other financial liabilities.

### Liquidity risk management

The Company continues to maintain adequate amount of liquidity to meet strategic and growth objectives. The Company's finance department is responsible for liquidity and fund management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's liquidity position through forecasts on the basis of expected cash flows.

## Notes to the financial statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

The table below summarises the maturity profile of the Company's undiscounted financial liabilities:

As at March 31, 2021	< 1 year	1 to 3 years	> 3 years	Total
Trade payables	333.52	-	-	333.52
Other financial liabilities	810.42	734.85	969.57	2,514.84
<b>Total</b>	<b>1,143.94</b>	<b>734.85</b>	<b>969.57</b>	<b>2,848.36</b>

As at March 31, 2020	< 1 year	1 to 3 years	> 3 years	Total
Trade payables	938.55	-	-	938.55
Other financial liabilities	920.08	752.50	1,345.09	3,017.67
<b>Total</b>	<b>1,858.63</b>	<b>752.50</b>	<b>1,345.09</b>	<b>3,956.22</b>

### 39.4 Capital Management

The primary objective of the Company's capital management is to maximise the shareholder value. For the purpose of Company's capital management, capital includes issued equity capital, share premium and all other reserves and surplus attributable to the equity share holders of the Company. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issues new shares and raises money through borrowings.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2021 and March 31, 2020.

### 39.5 Foreign currency risk

Foreign currency risk is the risk that the fair value or future cashflows often exposure will fluctuate because of change in foreign exchange rates. The Company's exposure to foreign currency changes is not material.

### 40 Transfer pricing

The Company has established a comprehensive system of maintenance of information and documents as required by the transfer pricing legislation under sections 92-92F of the Income-tax Act, 1961. Since the law requires existence of such information and documentation to be contemporaneous in nature, the Company has maintained adequate documentation for the international transactions entered into with the associated enterprises during the financial year and expect such records to be in existence in accordance with the requirements of the law. The management is of the opinion that its international transactions are at arm's length so that the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of tax expense and that of provision for taxation.

### 41 Other comprehensive income

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>Items that will not be reclassified to profit or (loss)</b>		
Remeasurements of defined benefit liability/ (asset)	34.02	(71.95)
Income tax relating to items that will not be reclassified to profit or (loss)	(8.56)	18.11
<b>Other comprehensive income, net of income tax</b>	<b>25.46</b>	<b>(53.84)</b>

## Notes to the financial statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

### 42 Merger of wholly-owned Subsidiaries

The Scheme of Amalgamation ('Scheme') of ICRA Management Consulting Services Limited with ICRA Online Limited (both wholly owned subsidiaries of the Company) approved by the Board of Directors of the Company on August 9, 2018, was filed with the National Company Law Tribunal ('NCLT'), New Delhi and Kolkata. NCLT, New Delhi and Kolkata sanctioned the said Scheme and the orders were filed with the Registrar of Companies ("ROC"), Delhi and Kolkata on June 19, 2019 and November 15, 2019 respectively. Upon filing the order with the ROC, Kolkata, the scheme became effective.

Further, in terms of the Scheme, during the financial year 2019-20, 10,00,000 Ordinary (Equity) shares of Rs. 10 each of ICRA Online Limited has been issued and allotted as fully paid up to ICRA Limited (including shares issued to nominee shareholders) against 1,50,00,000 Ordinary (Equity) shares of Rs. 10 each held in ICRA Management Consulting Services Limited. W.e.f. February 7, 2020, the merged entity renamed as "ICRA Analytics Limited".

### 43 Revenue disclosures

#### a) Revenue recognised in the current year

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>Sale of services</b>		
Rating and grading fees	<b>4,081.90</b>	5,697.39
Surveillance fees	<b>13,214.08</b>	14,265.63
Research services fees	<b>535.26</b>	577.18
<b>Total sale of services</b>	<b>17,831.24</b>	20,540.20

#### b) Revenue recognised from last years' unearned revenue

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Rating and grading fees	<b>596.34</b>	776.99
Surveillance fees	<b>2,336.27</b>	2,637.62
Research services fees	<b>248.35</b>	308.44
<b>Total</b>	<b>3,180.96</b>	3,723.05

## Notes to the financial statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

### c) Unearned revenue

Particulars	As at March 31, 2021	As at March 31, 2020
Revenue to be recognised in:		
FY 2020-21	-	3,180.96
FY 2021-22	<b>3,712.55</b>	1.23
FY 2022-23	<b>8.61</b>	-
<b>Total</b>	<b>3,721.16</b>	3,182.19

### 44 Leases

#### A As a lessee

a) The Company's significant lease arrangements are in respect of office premises. The lease term for these leases ranges between 11 months and 9 years which includes a lock-in period and in certain cases are renewable by mutual consent on mutually agreeable terms. These options are negotiated by management and aligned with the Company's business needs. Management exercises significant judgement in determining whether these extension and termination options are reasonably certain to be exercised.

b) The Company has discounted lease payments using the applicable incremental borrowing rate, which is 10% for measuring the lease liability.

#### c) The effect of adoption Ind AS 116 as at April 1 2019 [increase/(decrease)] was as follows:

Particulars	Amount
<b>Assets</b>	
Right-of-use assets (included in property, plant and equipment)	2,126.05
Other assets - Prepayments	(338.97)
<b>Total assets</b>	<b>1,787.08</b>
<b>Liabilities</b>	
Financial liabilities - Lease liabilities (included in other financial liabilities)	1,787.08
<b>Total liabilities</b>	<b>1,787.08</b>

#### d) The following is the break-up of current and non-current lease liabilities as at March 31, 2021 and March 31, 2020

Particulars	As at March 31, 2021	As at March 31, 2020
Current lease liabilities	<b>254.72</b>	174.26
Non-current lease liabilities	<b>1,346.90</b>	1,588.55
<b>Total</b>	<b>1,601.62</b>	1,762.81

## Notes to the financial statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

### e) The contractual maturity of lease liabilities on an undiscounted basis is as follows:

Particulars	As at March 31, 2021	As at March 31, 2020
Not later than one year	<b>410.17</b>	389.58
Later than one year but not later than five years	<b>1,349.42</b>	1,456.52
Later than five years	<b>354.91</b>	657.97

f) The Company does not foresee significant down-sizing of its employee base rendering the physical infrastructure redundant. The leases that the Company has entered with lessors towards properties used as offices are long term in nature and no changes in terms of those leases are expected due to the COVID-19.

### g) Expense related short term leases

The lease rental charged to Statement of Profit and Loss:

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Rent	<b>15.53</b>	18.44

### h) Amount recognised in the statement of cash flows

Particulars	As at March 31, 2021	As at March 31, 2020
Payment of lease liabilities	<b>(200.77)</b>	(174.04)
Interest paid on lease liabilities	<b>(173.06)</b>	(164.75)
Payment of short term leases	<b>(15.53)</b>	(18.44)
<b>Impact on the statement of cash flows for the year</b>	<b>(389.36)</b>	(357.23)

## B As a lessor

The Company has given a part of its premises under cancellable operating lease arrangement. Lease rentals amounting to Rs. 25.57 Lakh (previous year Rs. 28.19 Lakh) have been recognised in the Statement of Profit and Loss. As only a portion of these premises has been let out, the gross carrying amount, depreciation for the year and the accumulated depreciation of leased premises/ assets is not separately identifiable.

45 The Company's Management assesses the operations of the subsidiaries, including the future projections, to identify indications of diminution, other than temporary, in the value of the investments recorded in the financial statements and accordingly, no additional provision is required to be made, other than the amounts provided for in the books of account.

## Notes to the financial statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

### 46 The movement of provisions are as under:

Particulars	Provision for pending litigations		Provision for service tax	
	As at	As at	As at	As at
	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020
Opening balance	<b>75.00</b>	100.00	<b>15.91</b>	15.91
Additions during the year	-	-	-	-
Utilised during the year	<b>(75.00)</b>	(25.00)	-	-
Closing balance	<b>-</b>	75.00	<b>15.91</b>	15.91

### 47 Covid-19 impact

Pandemic induced lockdown led to a significant disruption in the economy in Q1 FY2021 which however recovered in the subsequent quarters. Investor risk aversion remained high throughout the year as a result of which subscription to bond issues was limited to PSUs or entities with high credit quality/backed by strong promoter groups. Risk aversion mellowed down in the last two quarters as securitisation provided an opportunity to finance companies to diversify their funding. Demand for ratings did see a pick-up in Q4 FY2021 with an improving business environment even as a spike in Covid infection led to localised lockdowns. Unlike Q4 of the previous year, in 2021, as the curbs were partial and implemented gradually, the impact on year end business volumes was minimal.

In terms of operations, the Company continues to serve its clients and market participants without any disruption in the service levels. To mitigate any risk to employees, the Company has extended remote working for all employees across all locations and demonstrated its ability to provide seamless delivery of high-quality and timely services to its clients.

In view of the pandemic relating to Covid, the Company has considered internal and external information and has performed an analysis based on current estimates on the Company's capital and financial resources, profitability, liquidity position, assets, internal financial reporting and control, and demand for the Company's services. The Company is of the view that based on its present assessment, this situation does not materially impact the Company's capital and financial resources. However, the actual impact of Covid may differ from that estimated due to unforeseen circumstances and the Company will continue to closely monitor any material changes to future economic conditions and consequential impact on its financial results.

### 48 The previous year's figures have been regrouped/ reclassified wherever considered necessary to make them comparable with those of the current year's classification.

As per our report of even date attached

For **B S R & Co. LLP**

Chartered Accountants

Firm Registration No.: 101248W/W-100022

**Sadashiv Shetty**

Partner

Membership No.: 048648

Place: Mumbai

Dated: May 6, 2021

For and on behalf of the Board of Directors of **ICRA Limited**

**N. Sivaraman**

Managing Director & Group C.E.O.

(DIN: 00001747)

Mumbai

**Vipul Agarwal**

Group Chief Financial Officer

Gurugram

**Arun Duggal**

Chairman

(DIN: 00024262)

Kasauli

**S. Shakeb Rahman**

Company Secretary

Noida

# Independent Auditor’s Report

To the Members of ICRA Limited

## Report on the Audit of Consolidated Financial Statements

### Opinion

We have audited the consolidated financial statements of ICRA Limited (hereinafter referred to as the ‘Holding Company’) and its subsidiaries (Holding Company and its subsidiaries together referred to as “the Group”), which comprise the consolidated balance sheet as at 31 March 2021, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as “the consolidated financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors on separate financial statements of such subsidiaries, as were audited by the other auditors, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (“Act”) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2021, of its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors referred to in sub paragraph (a) of the “Other Matters” paragraph below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Description of Key Audit Matter

#### a) Revenue recognition

See note 3.2 to the Consolidated Financial Statements

The key audit matter	How the matter was addressed in our audit
<p>The revenue relating to rating and grading, where customers’ acceptance is required, is recognized upon issuance of press release or disclosure of unaccepted ratings on the Holding Company’s website. For other cases, revenue is recognized upon transfer of control of promised services to the customers.</p> <p>There is a risk that revenue is recognized for all services before the transfer of control of the service to customer is completed.</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"> <li>• Evaluation of the design and implementation and operating effectiveness of internal controls relating to revenue recognition process.</li> <li>• On selected sample of contracts, tested revenue recognition, and our procedures included:                             <ul style="list-style-type: none"> <li>- evaluating the identification of performance obligations;</li> <li>- considering the terms of the contracts to determine the transaction price; and</li> <li>- inspection of the date of transfer of control of service and recording of revenue at an appropriate date.</li> </ul> </li> <li>• Tested revenue recognition for cut-off transactions on sample basis to assess whether the customer has obtained the control of service and whether the timing of revenue recognition is appropriate.</li> <li>• Assessed the adequacy of the disclosures in accordance with the relevant accounting standard.</li> </ul>

## Other Information

The Holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the holding Company's annual report, but does not include the financial statements and our auditors' report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed and based on the work done/audit report of other auditors, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## Management's and Board of Directors' Responsibilities for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. The respective Management and Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company. and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group is responsible for overseeing the financial reporting process of each company.

## Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on the internal financial controls with reference to the consolidated financial statements and the operating effectiveness of such controls based on our audit.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates and joint ventures and joint operations to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of such entities or business activities within the Group and its associates and joint ventures and joint operations to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in para (a) of the section titled 'Other Matters' in this audit report.

We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Other Matters

- (a) We did not audit the financial statements of three subsidiaries, whose financial statements reflect total assets (before consolidation adjustments) of Rs. 5,468.50 Lakh as at 31 March 2021, total revenues (before consolidation adjustments) of Rs. 648.75 Lakh and net cash inflows (before consolidation adjustments) amounting to Rs. 57.71 Lakh for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in

terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the audit reports of the other auditors.

Certain of these subsidiaries are located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Company's management has converted the financial statements of such subsidiaries located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Company's management. Our opinion in so far as it relates to the balances and affairs of such subsidiaries located outside India is based on the report of other auditors and the conversion adjustments prepared by the management of the Company and audited by us.

- (b) The financial information of one subsidiary reflect total assets (before consolidation adjustments) of Rs. 1.01 Lakh as at 31 March 2021, total revenues (before consolidation adjustments) of Rs. Nil and net cash inflows (before consolidation adjustments) amounting to Rs. Nil for the year ended on that date, as considered in the consolidated financial statements, which has not been audited either by us or by other auditors. This unaudited financial information has been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, and our report in terms of sub-sections (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiary, is based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, this financial information is not material to the Group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial information certified by the Management.

### Report on Other Legal and Regulatory Requirements

- A. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate financial statements of such subsidiaries, as were audited by other auditors, as noted in the 'Other Matters' paragraph, we report, to the extent applicable, that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
  - c) The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
  - d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under section 133 of the Act.
  - e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2021 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31 March 2021 from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".

- B. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditor’s) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries, as noted in the ‘Other Matters’ paragraph:
- i. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2021 on the consolidated financial position of the Group – Refer note 28 (b) and note 29 to the consolidated financial statements.
  - ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2021.
  - iii. There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Holding Company or its subsidiary companies incorporated in India during the year ended 31 March 2021.
  - iv. The disclosures in the consolidated financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in the financial statements since they do not pertain to the financial year ended 31 March 2021.

- C. With respect to the matter to be included in the Auditor’s report under section 197(16):

In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of such subsidiary companies incorporated in India which were not audited by us, the remuneration paid during the current year by the Holding Company and its subsidiary companies to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company, its subsidiary companies is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For **BSR & Co. LLP**

*Chartered Accountants*

Firm Registration No.: 101248W/W-100022

**Sadashiv Shetty**

*Partner*

Membership No.: 048648

UDIN: 21048648AAAAAT3429

Place: Mumbai

Date: 6 May 2021

## **Annexure A to the Independent Auditors' report on the consolidated financial statements of ICRA Limited for the period ended 31 March 2021**

### **Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013**

**(Referred to in paragraph (A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

#### **Opinion**

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2021, we have audited the internal financial controls with reference to consolidated financial statements of ICRA Limited (hereinafter referred to as "the Holding Company") and such companies incorporated in India under the Companies Act, 2013 which are its subsidiary companies, as of that date.

In our opinion, the Holding Company and such companies incorporated in India which are its subsidiary companies, have, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls were operating effectively as at 31 March 2021, based on the internal financial controls with reference to consolidated financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

#### **Management's and Board of Directors' Responsibility for Internal Financial Controls**

The respective Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of the internal controls based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

## Meaning of Internal Financial controls with Reference to Consolidated Financial Statements

A company's internal financial controls with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

## Inherent Limitations of Internal Financial controls with Reference to consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **B S R & Co. LLP**

*Chartered Accountants*

ICAI Firm Registration No.: 101248W/W-100022

**Sadashiv Shetty**

*Partner*

Membership No.: 048648

ICAI UDIN: 21048648AAAAAT3429

Place: Mumbai

Date: 6 May 2021

## Consolidated Balance Sheet as at March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

Particulars	Note No.	As at March 31, 2021	As at March 31, 2020
<b>I. ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Property, plant and equipment	4	4,373.29	5,252.48
(b) Goodwill	42	122.53	122.53
(c) Capital work in progress	4.2	16.52	-
(d) Intangible assets	5.1	149.17	74.60
(e) Intangible assets under development	5.2	324.62	204.19
(f) Financial assets			
(i) Investments	6.1	15,775.55	2,426.55
(ii) Loans	7.1	407.76	445.43
(iii) Other financial assets	8.1	17,144.68	2,106.88
(g) Deferred tax assets (net)	9	576.79	642.20
(h) Non-current tax assets (net)	10	1,142.09	1,178.75
(i) Other non-current assets	11.1	68.91	83.47
<b>Total non-current assets</b>		<b>40,101.91</b>	<b>12,537.08</b>
<b>(2) Current assets</b>			
(a) Financial assets			
(i) Investments	6.2	1,900.00	7,969.99
(ii) Trade receivables	12	4,750.84	5,719.47
(iii) Cash and cash equivalents	13	2,844.73	1,620.82
(iv) Bank balances other than (iii) above	14	37,100.56	51,057.83
(v) Loans	7.2	97.57	36.06
(vi) Other financial assets	8.2	1,643.32	4,171.95
(b) Other current assets	11.2	1,162.38	1,411.89
(c) Assets held for sale		-	27.74
<b>Total current assets</b>		<b>49,499.40</b>	<b>72,015.75</b>
<b>Total assets</b>		<b>89,601.31</b>	<b>84,552.83</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>(1) Equity</b>			
(a) Equity share capital	15	965.12	965.12
(b) Other equity	16	74,807.59	69,196.35
<b>Equity attributable to equity holders of parent</b>		<b>75,772.71</b>	<b>70,161.47</b>
Non-controlling interests		329.36	258.58
<b>Total equity</b>		<b>76,102.07</b>	<b>70,420.05</b>
<b>Liabilities</b>			
<b>(2) Non-current liabilities</b>			
(a) Financial liabilities			
(i) Other financial liabilities	17.1	1,548.14	1,922.58
(b) Provisions	18.1	340.10	708.47
<b>Total non-current liabilities</b>		<b>1,888.24</b>	<b>2,631.05</b>
<b>(3) Current liabilities</b>			
(a) Financial liabilities			
(i) Trade payables	20		
(A) Total outstanding dues of micro and small enterprises		47.60	11.39
(B) Total outstanding dues other than micro and small enterprises		732.65	1,540.87
(ii) Other financial liabilities	17.2	1,197.98	1,163.76
(b) Provisions	18.2	2,929.48	2,368.91
(c) Current tax liabilities (net)	21	87.31	300.25
(d) Other current liabilities	19.1	6,615.98	6,116.55
<b>Total current liabilities</b>		<b>11,611.00</b>	<b>11,501.73</b>
<b>Total liabilities</b>		<b>13,499.24</b>	<b>14,132.78</b>
<b>Total equity and liabilities</b>		<b>89,601.31</b>	<b>84,552.83</b>

### Significant accounting policies

3

The notes referred to above form an integral part of the consolidated financial statements

As per our report of even date attached

For and on behalf of the Board of Directors of ICRA Limited

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

**Sadashiv Shetty**  
Partner  
Membership No.: 048648

**N. Sivaraman**  
Managing Director  
& Group C.E.O.  
(DIN: 00001747)  
Mumbai

**Vipul Agarwal**  
Group Chief Financial Officer  
Gurugram

**Arun Duggal**  
Chairman  
(DIN: 00024262)  
Kasauli

**S. Shakeb Rahman**  
Company Secretary  
Noida

Place: Mumbai  
Dated: May 6, 2021

## Consolidated Statement of Profit and Loss for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

Particulars	Note No.	For the year ended March 31, 2021	For the year ended March 31, 2020
I Revenue from operations	22,43	<b>30,106.08</b>	32,108.84
II Other income	23	<b>4,284.66</b>	4,796.75
<b>III Total income (I+II)</b>		<b>34,390.74</b>	36,905.59
<b>Expenses</b>			
IV Employee benefit expenses	24	<b>17,169.90</b>	16,166.87
V Finance costs	25	<b>205.72</b>	204.47
VI Depreciation, amortisation and impairment expense	26	<b>991.86</b>	1,029.01
VII Other expenses	27	<b>4,822.75</b>	6,357.65
<b>VIII Total expenses (IV to VII)</b>		<b>23,190.23</b>	23,758.00
<b>IX Profit before tax (III-VIII)</b>		<b>11,200.51</b>	13,147.59
<b>Tax expense:</b>			
Current tax		<b>2,870.55</b>	3,707.31
Deferred tax		<b>61.62</b>	(283.49)
<b>X Total tax expense</b>	9	<b>2,932.17</b>	3,423.82
<b>XI Profit after tax (IX-X)</b>		<b>8,268.34</b>	9,723.77
<b>Other comprehensive income</b>	41		
A. (i) Items that will not be reclassified to profit or (loss)	33	<b>15.52</b>	(85.40)
(ii) Income tax relating to items that will not be reclassified to profit or (loss)	9	<b>(3.79)</b>	21.59
B. (i) Items that will be reclassified to profit or (loss)		<b>(10.01)</b>	1.28
(ii) Income tax relating to items that will be reclassified to profit or loss		<b>-</b>	-
<b>XII Total other comprehensive income, net of tax (A+B)</b>		<b>1.72</b>	(62.53)
<b>XIII Total comprehensive income for the year (XI + XII)</b>		<b>8,270.06</b>	9,661.24
<b>XIV Profit attributable to :</b>			
Owners of the Company		<b>8,166.03</b>	9,617.50
Non-controlling interests		<b>102.31</b>	106.27
<b>XV Other comprehensive income attributable to :</b>			
Owners of the Company		<b>1.72</b>	(62.53)
Non-controlling interests		<b>-</b>	-
<b>XVI Total comprehensive income attributable to :</b>			
Owners of the Company		<b>8,167.75</b>	9,554.97
Non-controlling interests		<b>102.31</b>	106.27
<b>XVII Earnings per share (Rs.) (face value of Rs. 10 per share):</b>	31		
Basic		<b>84.89</b>	99.98
Diluted		<b>84.89</b>	99.98

### Significant accounting policies

3

The notes referred to above form an integral part of the consolidated financial statements

As per our report of even date attached

For and on behalf of the Board of Directors of **ICRA Limited**

For **B S R & Co. LLP**

Chartered Accountants

Firm Registration No.: 101248W/W-100022

**Sadashiv Shetty**

Partner

Membership No.: 048648

**N. Sivaraman**

Managing Director

& Group C.E.O.

(DIN: 00001747)

Mumbai

**Arun Duggal**

Chairman

(DIN: 00024262)

Kasauli

**Vipul Agarwal**

Group Chief Financial Officer

Gurugram

**S. Shakeb Rahman**

Company Secretary

Noida

Place: Mumbai

Dated: May 6, 2021

## Consolidated Cash Flow Statement for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>A. Cash flow from operating activities</b>		
Profit before tax	11,200.51	13,147.59
<b>Adjustments for:</b>		
Depreciation, amortisation and impairment expense	991.86	1,029.01
Bad debts/advances written off (net of provisions)	65.23	163.99
Provision for export incentive	512.12	-
Loss on sale/write off of property, plant and equipment (net)	-	19.17
Interest on lease liabilities	205.72	203.00
Short term lease rental	44.32	61.79
Other interest costs	-	1.47
Unrealised foreign exchange loss/(gain) (net)	(8.07)	(0.23)
Interest income on fixed deposits	(3,251.15)	(3,696.29)
Interest income on investments	(458.36)	(639.27)
Gain on financial assets carried at FVTPL (net)	(349.00)	(314.52)
Advances received from customers written back	(237.23)	(178.91)
Profit on sale of property, plant and equipment (net)	(94.88)	-
Bad debts recovered	(17.46)	-
<b>Operating cash flow before changes in operating assets and liabilities</b>	<b>8,603.61</b>	<b>9,796.80</b>
<b>Adjustments for changes in operating assets and liabilities</b>		
(Increase)/decrease in trade receivables	885.53	(2,664.74)
(Increase)/decrease in loans	(23.84)	15.44
(Increase)/decrease in other financial assets	732.62	(476.91)
(Increase)/decrease in other assets	264.07	(348.87)
Increase/(decrease) in trade payables	(772.01)	505.90
Increase/(decrease) in other financial liabilities	10.17	(917.56)
Increase/(decrease) in other liabilities	736.66	90.31
Increase/(decrease) in provisions	207.72	(324.47)
<b>Cash generated from operations before tax</b>	<b>10,644.53</b>	<b>5,675.90</b>
Taxes paid, net of refund	(3,006.16)	(3,543.99)
<b>Net cash generated from operating activities (A)</b>	<b>7,638.37</b>	<b>2,131.91</b>
<b>B. Cash flow from investing activities:</b>		
Purchase of property, plant and equipment, intangible assets and intangible assets under development including capital advances	(351.30)	(406.09)
Sale proceeds from property, plant and equipment and intangible assets	123.65	18.37
Sale proceeds from redemption/disposal of mutual funds	-	8,290.21
Investment in mutual funds	(13,000.00)	-
Investments (made in)/redemption in corporate deposits (net)	6,069.99	(222.23)
Interest received on investments	547.82	653.21
(Increase)/decrease in fixed deposits (having maturity of more than three months), net	(900.31)	(10,678.37)
Interest received on fixed deposits	4,298.75	3,459.50
<b>Net cash generated/ (used) in investing activities (B)</b>	<b>(3,211.40)</b>	<b>1,114.60</b>



## Consolidated Cash Flow Statement for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>C. Cash flow from financing activities</b>		
Payment of lease liabilities	(324.64)	(306.35)
Interest paid on lease liabilities	(205.72)	(203.00)
Payment of short term leases	(44.32)	(61.79)
Dividend paid	(2,628.69)	(2,906.39)
Dividend distribution tax paid	-	(595.15)
(Decrease)/increase in unclaimed dividend	0.31	4.84
<b>Net cash used in financing activities (C)</b>	<b>(3,203.06)</b>	<b>(4,067.84)</b>
<b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>	<b>1,223.91</b>	<b>(821.33)</b>
Add: Cash and cash equivalents at the beginning of year	<b>1,620.82</b>	<b>2,442.15</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>2,844.73</b>	<b>1,620.82</b>
<b>Components of cash and cash equivalents (Refer note 13)</b>		
Cash on hand	2.16	3.81
<b>Balances with banks</b>		
In current accounts	<b>1,668.18</b>	1,593.57
In deposit accounts (with original maturity of three months or less)	<b>1,174.39</b>	23.44
<b>Cash and cash equivalents at the end of the year</b>	<b>2,844.73</b>	<b>1,620.82</b>

### Note:

Consolidated Cash Flow Statement has been prepared under the indirect method as set out in the Ind AS 7 "Statement of Cash Flows"

### Significant accounting policies (Refer note 3)

The notes referred to above form an integral part of the consolidated financial statements.

As per our report of even date attached

For **B S R & Co. LLP**

Chartered Accountants

Firm Registration No.: 101248W/W-100022

**Sadashiv Shetty**

Partner

Membership No.: 048648

Place: Mumbai

Dated: May 6, 2021

For and on behalf of the Board of Directors of **ICRA Limited**

**N. Sivaraman**

Managing Director

& Group C.E.O.

(DIN: 00001747)

Mumbai

**Vipul Agarwal**

Group Chief Financial Officer

Gurugram

**Arun Duggal**

Chairman

(DIN: 00024262)

Kasauli

**S. Shakeb Rahman**

Company Secretary

Noida

## Consolidated Statement of Changes in Equity for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

Particulars	Attributable to equity shareholders										Total	
	Equity share capital	Reserves and surplus					Other equity			Total attributable to owners of the company		Attributable to Non-controlling interests
		Capital reserve	Capital redemption reserve	Treasury shares	General reserve	Retained earnings	Remeasurement of defined benefit obligations	Exchange difference on translation of Foreign operations	Items of OCI			
<b>Opening balance as at April 1, 2019</b>	965.12	3,302.03	65.31	(105.44)	8,280.60	51,678.27	(91.60)	(6.86)	64,087.43	172.91	64,260.34	
Profit after tax						9,617.50			9,617.50	106.27	9,723.77	
Other comprehensive income, net of tax							(63.81)	1.28	(62.53)	-	(62.53)	
<b>Total comprehensive income for the year</b>						9,617.50	(63.81)	1.28	9,554.97	106.27	9,661.24	
Dividend on equity shares						(2,885.78)			(2,885.78)	(20.60)	(2,906.38)	
Dividend distribution tax						(595.15)			(595.15)		(595.15)	
<b>Closing balance as at March 31, 2020</b>	965.12	3,302.03	65.31	(105.44)	8,280.60	57,814.84	(155.41)	(5.58)	70,161.47	258.58	70,420.05	
<b>Opening balance as at April 1, 2020</b>	965.12	3,302.03	65.31	(105.44)	8,280.60	57,814.84	(155.41)	(5.58)	70,161.47	258.58	70,420.05	
Profit after tax						8,166.03			8,166.03	102.31	8,268.34	
Other comprehensive income, net of tax							11.73	(10.01)	1.72	-	1.72	
<b>Total comprehensive income for the year</b>						8,166.03	11.73	(10.01)	8,167.75	102.31	8,270.06	
Refund of dividend distribution tax						40.67			40.67		40.67	
Dividend on equity shares						(2,597.18)			(2,597.18)	(31.53)	(2,628.71)	
<b>Closing balance as at March 31, 2021</b>	965.12	3,302.03	65.31	(105.44)	8,280.60	63,424.36	(143.68)	(15.59)	75,772.71	329.36	76,102.07	

Significant accounting policies (Refer note 3)

The accompanying notes form an integral part of the consolidated financial statements

As per our report of even date attached

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

**Sadashiv Shetty**  
Partner  
Membership No.: 048648

Place: Mumbai  
Dated: May 6, 2021

For and on behalf of the Board of Directors of **ICRA Limited**

**N. Sivaraman**  
Managing Director & Group C.E.O.  
(DIN: 00001747)  
Mumbai

**Arun Duggal**  
Chairman  
(DIN: 00024262)  
Kasauli

**S. Shakeb Rahman**  
Company Secretary  
Noida

**Vipul Agarwal**  
Group Chief Financial Officer  
Gurugram

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

### 1. Corporate information

ICRA Limited (formerly Investment Information and Credit Rating Agency of India Limited) ('the Company' or 'Holding Company') was set up in 1991 by leading financial/investment institutions, commercial banks and financial services companies as an independent and professional Investment Information and Credit Rating Agency. ICRA is a public limited Company, incorporated and domiciled in India with its registered office in New Delhi. It is listed on BSE Limited and the National Stock Exchange of India Limited.

It has various subsidiaries involved in rating, management consulting and outsourcing and information services etc. These consolidated financial statements comprise the Company and its subsidiaries including step down subsidiaries (collectively known as 'the Group') as detailed below:

Name of the entities	Country of incorporation	Ownership in % either directly or through subsidiaries
ICRA Analytics Limited (formerly ICRA Online Limited)	India	100%
Pragati Development Consulting Services Limited	India	100%
ICRA Employees Welfare Trust	India	NA
PT. ICRA Indonesia*	Indonesia	99%
ICRA Lanka Limited	Sri Lanka	100%
ICRA Nepal Limited	Nepal	51%

\* Under liquidation.

### 2. Basis of preparation

#### 2.1 Statement of compliance

The consolidated financial statements have been prepared in accordance with Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Companies (Indian Accounting Standards) Rules 2015 and other relevant provisions of the Act.

These consolidated financial statements have been prepared on the historical cost basis and on an accrual basis, except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

In estimating the fair value of an asset or liability, the Group takes into account the characteristics of the asset or liability that market participants would take into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purpose in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102 Share-based Payments and measurements that have some similarities to fair value but are not fair value, such as 'value in use', in Ind AS 36 Impairment of assets.

The consolidated financial statements were authorised for issue by the Company's Board of Directors on May 6, 2021.

#### 2.2 Basis of consolidation

The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances. The accounting policies adopted in the preparation of consolidated financial statements are consistent with those of previous year. The financial statements of the Company and its subsidiaries have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after eliminating intra-group balances, intra-group transactions and the unrealised profits/losses, unless cost/revenue cannot be recovered.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has right to, variable returns from its involvement with the entity and has ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commence until the date on which control ceases.

The excess of cost to the Group of its investment in subsidiaries, on the acquisition dates over and above the Group's share of equity in the subsidiaries, is recognised as 'Goodwill' being an asset in the consolidated financial statements. The said Goodwill is not amortised, however, it is tested for impairment at each Balance Sheet date and the impairment loss, if any, is provided for. On the other hand, where the share of equity in subsidiaries as on the date of investment is in excess of cost of investments of the Group, it is recognised as 'Capital Reserve' and shown under the head 'Reserves and Surplus' in the consolidated financial statements.

Non-controlling interests in the net assets of consolidated subsidiaries is identified and presented in the consolidated Balance Sheet separately within equity.

Non-controlling interests in the net assets of consolidated subsidiaries consists of:

- (a) The amount of equity attributable to non-controlling interests at the date on which investment in a subsidiary is made; and
- (b) The non-controlling interests share of movements in equity since the date parent subsidiary relationship came into existence.

The profit and other comprehensive income attributable to non-controlling interests of subsidiaries are shown separately in the Consolidated Statement of Profit and Loss and Consolidated Statement of Changes in Equity.

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related non-controlling interest and other component of equity. An interest retained in the former subsidiary is measured at fair value at the date the control is lost. Any resulting gain or loss is recognised in consolidated profit or loss.

### 2.3 Functional and presentation currency

The consolidated financial statements are presented in Indian Rupee (Rs.), which is also the Company's functional currency and reporting currency of the Group. All values are rounded to the nearest Lakh, unless otherwise stated.

### 2.4 Use of estimates, judgements and assumptions

In preparing these consolidated financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of income, expenses, assets and liabilities. Actual results may differ from these estimates and assumptions.

Estimate and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates are recognised prospectively.

The Group has identified the following areas where significant judgements, estimates and assumptions are required. Further information on each of these areas and how they impact the various accounting policies are described below and in the relevant notes to the consolidated financial statements. Changes in estimates are accounted for prospectively.

#### Judgements

In the process of applying the accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the consolidated financial statements:

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

### a. Provisions and contingent liabilities

The Group estimates the provisions that have present obligations as a result of past events and it is probable that outflow of resources will be required to settle the obligations. These provisions are reviewed at the end of each reporting period and are adjusted to reflect the current best estimates.

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Group, including legal, contractual and other claims. By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgements and the use of estimates regarding the outcome of future events.

### b. Revenue recognition

In case of initial rating a portion of the fee is allocated towards first year surveillance based on management's estimate. Surveillance fees from second year onwards is recognised when there is reasonable certainty of collection. The assessment of reasonable certainty involves exercise of significant judgements on client co-operation for surveillance which includes receipt of information for performing surveillance rating and realisation of fees.

### c. Leases

The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Group uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

### Assumptions and estimation uncertainties

The key assumptions concerning the future uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below:

#### a. Impairment of non-financial assets and goodwill

Non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. Goodwill is tested annually for impairment.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of cash inflows of other assets or CGUs.

Goodwill arising from a business combination is allocated to CGUs or Group of CGUs that are expected to benefit from the synergies of the combination.

The recoverable amount of a CGU or an asset is the higher of its fair value less costs of disposal and its value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU or asset.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are considered. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples and other available fair value indicators.

### b. Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The respective entities of the Group use judgements in making these assumptions and selecting the inputs to the impairment calculation, based on history, existing market conditions as well as forward looking estimates at the end of each reporting period.

### c. Defined benefit plans

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined at entity level using actuarial valuations. An actuarial valuation involves various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, withdrawal rate and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed by entities at each reporting date.

### d. Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the consolidated balance sheet cannot be measured based on quoted prices in the active markets, their fair value is measured using valuation techniques including the discounted cash flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

### e. Recognition of deferred tax assets

Deferred tax assets are recognised for temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

## 2.5 Fair value measurement

The Group measures both its financial and non-financial assets and liabilities such as investments, security deposits, loan to staff, trade payables, payable to employees etc. at fair value at each balance sheet date using valuation techniques. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

In the principal market for the asset or liability, or

In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

### 3. Significant accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of these consolidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### 3.1 Current versus non-current classification

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out in the Division II of Schedule III to the Act.

Based on the nature of activities of the Group, the Group has determined its operating cycle as twelve months for the purpose of classification of its assets and liabilities as current and non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities respectively.

#### 3.2 Revenue recognition

The Group earns revenue primarily from the rating (including grading and research), management consulting, outsourcing and information services and other services.

- i) In rating and grading services, the first year rating and grading fees includes free surveillance for first twelve months or the period of instrument, whichever is shorter, from the date of rating and grading. A portion of the fee is allocated towards first year free surveillance based on management's estimate. The revenue related to initial rating and grading is recognised upon issuance of press release or disclosure of unaccepted ratings on the Company's website.

Surveillance fee, to the extent of reasonable certainty of collection, is recognised over the surveillance period (ignoring fractions of months).

- ii) In consulting:
  - a. Revenue from contracts priced on a time and material basis are recognised when services are rendered and related costs are incurred.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

- b. Revenue from time bound fixed price contracts are recognised over the life of the contract using the Proportionate Completion Method, with contract costs determining the degree of completion. When reliable estimates of revenue cannot be made or when revenue is contingent on events that are beyond the control of the entity, revenue is recognised under the Completed Contract Method. Foreseeable losses on contracts are recognised when probable.
- iii) Revenue related to subscription fees of data products, research reports, and annual maintenance charges and any other periodic charges are recognised over the related subscription period. Revenue from sale and customization of software is recognised on acceptance of deliverable by client on completion of work or reaching milestone as per agreement with client.
- iv) Revenue from outsourced services in respect of period based assignments of maintenance and management of data, income is recognised over the period of assignment.
- v) Revenue from other service arrangements is recognised as and when services are rendered and related costs are incurred, in accordance with the terms of the specific contracts.
- vi) Unearned revenue represents advance billing for which services have not been rendered.
- vii) Unbilled revenue represents services rendered for which invoices are yet to be raised.
- viii) Out of pocket expenses which are recoverable from customers, are recognised both as expenditure and revenue.

### 3.3 Export incentive

Export benefits available under prevalent schemes are accrued in the year in which the services are exported and there is no uncertainty in receiving the same.

### 3.4 Government grants and subsidies

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all the attached conditions.

Government grants that compensate for expenses incurred are recognised in the Consolidated Statement of Profit and Loss, as other operating income on a systematic basis in the periods in which the expense are recognised.

### 3.5 Other income

Dividend income is recognised when the unconditional right to receive the income is established, which is generally when shareholders approve the dividend.

Interest income on bank deposits is recognised using effective interest rate, on time proportionate basis.

For accounting policy on income from other financial instruments refer para 3.6.

### 3.6 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### Initial recognition and measurement

Trade receivable and debt securities are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group became party to the contractual provision of the instrument.

A financial asset or financial liability is initially recognised at fair value plus, for an item not at fair value through profit or loss (FVTPL), transaction costs that are directly attributable its acquisition or issue.



## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

### Classification and subsequent measurement

#### Financial assets

On initial recognition, financial asset is classified as measured at:

- Amortised cost
- Fair value through other comprehensive income (FVTOCI) – debt investments
- FVTOCI – equity investments or
- FVTPL

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for mapping of financial assets.

A financial asset is measured at the amortised cost if both of the following conditions are met and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets and collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A 'debt investment' is measured at FVTOCI if both of the following conditions are met and is not designated as at FVTPL:

- the assets is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; and
- the contractual term of the financial asset give rise on specified dates to cashflows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investments that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVTOCI – equity investment). This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVTOCI as described above are measured at FVTPL.

#### Subsequent measurement and gains and losses

Financial assets at amortised cost	These assets are subsequently measured at amortised cost using effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains or losses and impairment are recognised in profit and loss. Any gain or loss on derecognition is recognised in profit and loss.
Debt investments at FVTOCI	These assets are subsequently measured at fair value. Interest income under effective interest method, foreign exchange gains or losses and impairment are recognised in profit and loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI reclassified to profit and loss.
Equity investments at FVTOCI	These assets are subsequently measured at fair value. Dividend are recognised as income in profit and loss unless the dividend clearly represents recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit and loss.
Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income are recognised in profit and loss.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

### Financial liabilities

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as FVTPL if it is classified as held-for-trading, or it is designated as such on initial recognition. Financial liabilities are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are measured at amortised cost using effective interest method. Interest expense and foreign exchange gains or losses (if any) are recognised in profit and loss. Any gain or loss on derecognition is also recognised in profit and loss.

### Derecognition

#### Financial assets

The Group derecognise a financial asset when:

- the rights to receive cash flows from the asset have expired, or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement, and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

### Financial liabilities

The Group derecognise a financial liability when the obligation under the liability is discharged or cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Consolidated Statement of Profit and Loss.

### Offsetting

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

## 3.7 Property, plant and equipment

### Recognition and measurement

Property, plant and equipment and capital work in progress are measured at cost less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprise of its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

The cost of self-constructed item of property, plant and equipment comprises the cost of materials, direct labour and any other cost directly attributable to bring the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful life, then they are accounted for as separate item of property, plant and equipment.

An item of property, plant and equipment or any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Consolidated Statement of Profit and Loss when the asset is derecognised.

### **Subsequent expenditure**

Subsequent expenditure is capitalised only if it is probable that the future economic benefit of associated with the expenditure will flow to the Group. All other expenditure is recognised in the Consolidated Statement of Profit and Loss.

### **Depreciation**

Depreciation is calculated on cost of item of property, plant and equipment less their estimated residual value over their estimate useful lives using written down value method and is recognised in the Consolidated Statement of Profit and Loss. Assets acquired under leasehold improvements are depreciated using straight line method over the primary period of the lease or useful life of the assets whichever is shorter. The primary lease period for this purpose includes any lease period extendable at the discretion of the lessee.

The estimated useful lives of items of property, plant and equipment are as follows:

Asset	Useful life as per schedule II (in years)
Buildings	60
Computers and data processing units (including Servers and Network installation)	3-6
Furniture and fittings	10
Office equipment	5
Electrical installation and equipment	10
Vehicles	8

Depreciation method, useful lives and residual value are reviewed at each financial year-end and adjusted if appropriate. Management believes that its estimates of useful lives as given above, represents the period over which management expects to use these assets.

Depreciation on addition/disposal is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready to use (disposed of).

Assets individually costing up to Rs. 5,000 are fully depreciated in the year of purchase.

### **Capital work-in-progress**

Capital work-in-progress assets in the course of construction for supply of services or administrative purposes, are carried at cost, less any recognised impairment loss. At the point when an asset is operating at management's intended use, the cost of construction is transferred to the appropriate category of property, plant and equipment. Costs associated with the commissioning of an asset are capitalised where the asset is available for use but incapable of operating at normal levels until a period of commissioning has been completed.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

### 3.8 Goodwill and other intangible assets

#### Goodwill

For goodwill that arises on consolidation refer note 2.2. Subsequent measurement is at cost less any accumulated impairment losses.

Goodwill is not amortised and is tested for impairment annually.

#### Other Intangible assets

##### *Recognition and measurement of purchased intangible assets*

Intangible assets acquired separately are initially measured at cost. Such intangible assets are subsequently measured at cost less accumulated amortisation and accumulated impairment losses (if any).

##### *Recognition and measurement of Internally generated intangible assets*

Internally generated goodwill is not recognised as an asset. Other internally generated intangible assets comprises softwares, expenditure on research activities undertaken for developing a new product, is recognised in the Consolidated Statement of Profit and Loss as incurred.

Development expenditure on internally generated intangible assets comprises softwares is capitalized as a part of the cost of the resulting intangible asset only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Group intends to and has sufficient resources to complete development and use or sell the asset. Otherwise, it is recognised in Consolidated Statement of Profit and Loss as incurred. Subsequent to the initial recognition, the asset is measured at cost less accumulated amortisation and accumulated impairment losses.

##### *Subsequent expenditure*

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in the Consolidated Statement of Profit and Loss.

##### *Amortisation*

Amortisation is calculated to write off the cost of the intangible assets over their estimated useful lives using the straight-line method, and is included in depreciation and amortisation in Consolidated Statement of Profit and Loss. Internally generated Intangible asset is depreciated under straight line method over the useful life of the assets.

The estimated useful lives of items of intangible assets for the current and comparative periods are as follows:

Asset	Useful life (in years)
Computer softwares	5-10
Internally generated intangible assets	3-5

Amortisation method, rate and residual value are reviewed at each financial year-end and adjusted if appropriate. Management believes that its estimates of useful lives as given above, represents the period over which management expects to use these assets.

Amortisation on addition/disposal is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready to use (disposed off).

#### Intangible assets under development

Identifiable intangible assets under development are recognised when the Company controls the asset, it is probable that future economic benefits attributed to the asset will flow to the Company and the cost of the asset can be reliably measured. Intangible assets under development is measured at historical cost and not amortised. These assets are tested for impairment on annual basis.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

### 3.9 Impairment

#### Goodwill

Goodwill is tested for impairment on an annual basis or whenever there is an indication that goodwill may be impaired. For goodwill impairment testing, the carrying amount of the CGUs (including allocated goodwill) is compared with its recoverable amount by the Group. The recoverable amount of a CGU is the higher of its fair value less cost to sell and its value-in-use. Value-in-use is the present value of the future cash flows expected to be derived from the CGU. Total impairment loss of a CGU is allocated first to reduce the carrying amount of goodwill allocated to the CGU and then to the other assets of the CGU pro-rata on the basis of the carrying amount of each asset in the CGU. An impairment loss on goodwill is recognised in the Consolidated Statement of Profit and Loss and is not reversed in the subsequent period.

#### Impairment of financial instruments

The Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the financial assets that are debt instruments, and are measured at amortised cost, e.g., loans, debt securities, deposits, trade receivables and bank balance.

The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables and recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

For other financial assets, ECL are measured at an amount equal to the 12 month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of ECL (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised as expense or income in the Consolidated Statement of Profit and Loss.

#### Impairment of non-financial assets

Non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of cash inflows of other assets or CGU's.

The recoverable amount of a CGU or an asset is the higher of its fair value less costs of disposal and its value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU or asset.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount. Impairment loss is recognised in the Consolidated Statement of Profit and Loss.

An impairment loss in respect of assets, other than goodwill, which has been recognised in prior years, the Group reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment has been recognised.

### 3.10 Non-current assets held for sale

Non-current assets retired from active use and held for disposal are stated at the lower of their net book value and net realisable value. Any resultant loss on a disposal group is allocated first goodwill (if any), and then to remaining assets and liabilities on pro-rata basis, except that no loss is allocated to financial assets, deferred tax assets and employee benefit assets which continue to be measured in accordance with the Group's other accounting policy. Assets

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

and liabilities classified as held for sale are presented separately in the balance sheet. Losses on initial classification as held for sale and subsequent gains and losses on re-measurement are recognised in the Consolidated Statement of Profit and Loss.

Once classified as held for sale, property, plant and equipment and intangible assets are no longer depreciated or amortised.

If the criteria for classifying assets to held for sale are no longer met, the Group cease to classify the assets as held for sale.

The Group measure non-current assets that ceases to be classified as held for sale at the lower of:

- its carrying amount before the assets were classified as held for sale, adjusted for any depreciation, amortisation or revaluations that would have been recognised had the assets not been classified as held for sale, and
- its recoverable amount at the date of the subsequent decision not to sell.

### 3.11 Projects work in progress

Projects work-in-progress represent direct cost incurred against rating and grading cases wherein work has been initiated but rating and grading is yet to be concluded and amount is expected to be recovered.

### 3.12 Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, balances with bank, short-term deposits and investments with original maturities of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cashflows, cash and cash equivalent consists of cash on hand, balances with bank, short-term deposits and investments as stated above, net of outstanding bank overdrafts (if any).

### 3.13 Foreign currencies

#### Foreign currency transactions

Transactions in foreign currencies are translated into the functional currency at the exchange rate at the date of the transaction or an average rate if the average rate approximate the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

#### Foreign currency operation

The assets and liabilities of foreign operations are translated in to Rs. the functional currency of the Company, at the exchange rates at the reporting date. The income and expenses of foreign operations are translated using an average exchange rate if the average rate approximates the actual rate at the date of transaction. All resulting exchange differences recognised in other comprehensive income.

The cumulative amount of the exchange differences is presented in a separate component of equity until disposal of the foreign operation. When the exchange differences relate to a foreign operation that is consolidated but not wholly-owned, accumulated exchange differences arising from translation and attributable to non-controlling interests are allocated to, and recognised as part of, non-controlling interests in the consolidated balance sheet.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

On the disposal of a foreign operation, the cumulative amount of the exchange differences relating to that foreign operation, recognised in other comprehensive income and accumulated in the separate component of equity, shall be reclassified from equity to profit and loss (as a reclassification adjustment) when the gain or loss on disposal is recognised.

The items of consolidated cash flow statement are translated at the respective average rates (yearly for profit and loss related items and annual for Balance Sheet related items) or the exchange rate that approximates the actual exchange rate on date of specific transaction. The effect of changes in exchange rates on cash and cash equivalents held in a foreign currency is reported separately as part of the reconciliation of the changes in cash and cash equivalents during the period.

### 3.14 Employee benefits

#### Short term employee benefit

All employee benefits which are expected to be settled wholly before twelve months after the end of annual reporting period in which the employees render the related service are short term employee benefits. Short term employee benefit obligations are measured on an undiscounted basis and expensed as the related service is provided. A liability is recognised for the amount expected to be paid as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

#### Defined contribution plan

Provident Fund is a defined contribution plan. The Indian entity of the Group makes specified monthly contributions towards government administered Provident Fund scheme and Employees' State Insurance. Obligation for contributions to defined contribution plan is recognised as an employee benefit expense in profit and loss in the period during which the related services are rendered by employees. The Group has no obligation, other than the contribution payable in the scheme.

#### Defined benefit plan

The Group's gratuity benefit plan is a defined benefit plan. The gratuity liability for employees of the Holding Company is funded through gratuity fund established as a Gratuity Trust. The Group's net obligation in respect of the defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value of economic benefits and the fair value of any plan assets is deducted.

The calculation of defined benefit obligation is performed as at the Balance Sheet date and determined based on actuarial valuation using the Projected Unit Credit Method by a qualified actuary. When the calculation results in a potential asset for the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirement.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on government securities as at the Balance Sheet date.

Remeasurements of the net defined liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in OCI. The respective entity of the Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of annual period to the then-net defined benefit liability (asset), taking in to account any changes in the net defined benefit liability (asset) during the period as a result of contribution and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in the Consolidated Statement of Profit and Loss.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

### Other long-term employee benefits

Long term individual payout ('LTIP') plan and compensated absences are other long-term benefits provided by the Group.

The net obligation in respect of LTIP is the amount of future benefit that employees have earned in return for their services in the current and prior periods; that benefit is discounted to determine its present value.

The Group has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by a qualified actuary as at the Balance Sheet date using Projected Unit Credit method on the additional amount expected to be paid/availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense for non-accumulated compensated absences is recognised in the period in which absences occur.

### 3.15 Share based payments

The Group recognise compensation expense relating to share-based payments using fair value in accordance with Ind AS 102 'Share based payments'. The estimated fair value of awards is charged to income on a straight line basis over the service period for each separating vesting portion of the award as if the award was in-substance, multiple awards with a corresponding increase to share options outstanding account.

### 3.16 Leases

The Group's lease asset classes primarily consist of leases for offices. The Group, at the inception of a contract, assesses whether the contract is a lease or not lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a time in exchange for a consideration.

#### Group as a lessee

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Group's incremental borrowing rate. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Group recognises the lease payments associated with these leases as an expense over the lease term.

#### Group as a lessor

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in other income in the statement of profit or loss due to its operating nature.



## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

Rental income arising from sub-leasing of office premises is accounted for on a straight-line basis over the lease terms and is included in other income in the statement of profit and loss.

### 3.17 Provisions

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cashflows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost. Expected future losses are not provided for.

### 3.18 Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Group does not recognise a contingent liability but discloses its existence in the consolidated financial statements.

### 3.19 Income tax

Income tax comprises current and deferred tax. It is recognised in profit and loss except to the extent that it relates to a business combination or to an item recognised directly in equity or other comprehensive income.

#### Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable in respect of previous year. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates enacted or substantially enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis, or simultaneously.

#### Deferred tax

Deferred tax is recognised for all temporary differences arising between the tax base of assets and liabilities and their carrying amounts in the financial statement. Deferred tax assets is also recognised in respect of unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Deferred tax assets and liabilities are measured using tax rate and tax laws that have been enacted or substantially enacted by the balance sheet date and are expected to apply to taxable income in the year in which those temporary differences are expected to be recovered or settled. The effect of change in tax rate on deferred tax assets and liabilities is recognised as income or expense in the period that includes the enactment or the substantive enactment date. A deferred tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

Deferred tax assets and liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

### 3.20 Earnings per share

The basic earnings per share are calculated by dividing the net profit attributable to equity by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, net profit attributable to equity during the year and the weighted average number of shares outstanding during the year are adjusted for the effect of all dilutive potential equity shares. The dilutive potential equity shares are deemed converted as of the beginning of the year unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Anti dilutive effect of any potential equity shares is ignored in the calculation of diluted earnings per share.

### 3.21 Corporate social responsibility (CSR) expenditure

The Group charges its CSR expenditure during the year to the Consolidated Statement of Profit and Loss.

### 3.22 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM).

### 3.23 Recent accounting pronouncements

On March 24, 2021, the Ministry of Corporate Affairs ("MCA") through a notification, amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III and are applicable from April 1, 2021. Key amendments relating to Division II which relate to companies whose financial statements are required to comply with Companies (Indian Accounting Standards) Rules 2015 are:

#### Balance Sheet:

- Lease liabilities should be separately disclosed under the head 'financial liabilities', duly distinguished as current or non-current.
- Certain additional disclosures in the statement of changes in equity such as changes in equity share capital due to prior period errors and restated balances at the beginning of the current reporting period.
- Specified format for disclosure of shareholding of promoters.
- Specified format for ageing schedule of trade receivables, trade payables, capital work-in-progress and intangible asset under development.
- Specific disclosure under 'additional regulatory requirement' such as compliance with approved schemes of arrangements, compliance with number of layers of companies, title deeds of immovable property not held in name of Company, loans and advances to promoters, directors, key managerial personnel (KMP) and related parties, details of benami property held etc.

#### Statement of profit and loss:

- Additional disclosures relating to Corporate Social Responsibility (CSR), undisclosed income and crypto or virtual currency specified under the head 'additional information' in the notes forming part of the standalone financial statements.

The amendments are extensive and the Company will evaluate the same to give effect to them as required by law.

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2021.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
<b>4 Property, plant and equipment</b>		
<b>4.1 The details of property, plant and equipment (net) is as follows:</b>		
Buildings	<b>2,234.07</b>	2,358.71
Computers and data processing units	<b>215.80</b>	229.55
Furniture and fittings	<b>91.91</b>	122.97
Office equipment	<b>35.48</b>	55.66
Electrical installation and equipment	<b>42.81</b>	59.34
Vehicles	<b>2.50</b>	12.85
Leasehold improvements	<b>71.59</b>	119.19
Right-of-use assets - buildings	<b>1,679.13</b>	2,246.15
Right-of-use assets - furnitures	<b>-</b>	48.06
<b>Total property, plant and equipment</b>	<b>4,373.29</b>	5,252.48
<b>4.2 The details of capital work in progress (net) are as follows:</b>		
Capital work in progress	<b>16.52</b>	-
<b>Total</b>	<b>16.52</b>	-

## ICRA Limited

### Notes to the Consolidated Financial Statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data and where otherwise stated)

Particulars	Buildings	Computers and data processing units	Furniture and fittings	Office equipment	Electrical installation and equipments	Vehicles	Leasehold improvements	Right-of-use assets - buildings	Right-of-use assets - furnitures	Total
<b>4.3 Disclosures regarding gross block of property, plant and equipment, depreciation and net block are as given below:</b>										
<b>Gross carrying value</b>										
As at April 1, 2019	2,841.60	708.21	340.48	193.71	173.02	95.45	281.28	-	-	4,633.75
Transition impact on account of adoption of Ind AS 116 (Refer note 44)	-	-	-	-	-	-	-	2,557.46	65.03	2,622.49
Additions	-	206.23	7.22	22.80	3.41	-	27.14	149.78	-	416.58
Disposals/adjustments	-	(25.22)	(24.48)	(18.90)	(1.75)	(31.94)	(11.55)	(1.12)	-	(114.96)
As at March 31, 2020	<b>2,841.60</b>	<b>889.22</b>	<b>323.22</b>	<b>197.61</b>	<b>174.68</b>	<b>63.51</b>	<b>296.87</b>	<b>2,706.12</b>	<b>65.03</b>	<b>7,557.86</b>
Additions	-	<b>175.24</b>	<b>2.10</b>	<b>3.31</b>	-	-	-	<b>99.61</b>	-	<b>280.26</b>
Disposals/adjustments	-	<b>(51.44)</b>	<b>(0.76)</b>	<b>(2.90)</b>	<b>(1.43)</b>	<b>(45.53)</b>	<b>(9.06)</b>	<b>(444.71)</b>	<b>(33.93)</b>	<b>(589.78)</b>
<b>As at March 31, 2021</b>	<b>2,841.60</b>	<b>1,013.02</b>	<b>324.54</b>	<b>198.02</b>	<b>173.25</b>	<b>17.98</b>	<b>287.81</b>	<b>2,361.02</b>	<b>31.10</b>	<b>7,248.34</b>
<b>Depreciation and impairment</b>										
As at April 1, 2019	351.30	467.38	164.49	122.60	94.84	65.92	136.49	-	-	1,403.02
For the year	131.59	211.14	44.63	34.05	21.93	7.94	51.06	460.47	16.97	979.78
Disposals/adjustments	-	(18.85)	(8.87)	(14.70)	(1.43)	(23.20)	(9.87)	(0.50)	-	(77.42)
As at March 31, 2020	<b>482.89</b>	<b>659.67</b>	<b>200.25</b>	<b>141.95</b>	<b>115.34</b>	<b>50.66</b>	<b>177.68</b>	<b>459.97</b>	<b>16.97</b>	<b>2,305.38</b>
For the year	<b>124.64</b>	<b>184.12</b>	<b>32.95</b>	<b>23.10</b>	<b>16.18</b>	<b>3.70</b>	<b>47.51</b>	<b>478.91</b>	<b>16.97</b>	<b>928.08</b>
Impairment loss	-	-	-	-	-	-	-	-	<b>31.10</b>	<b>31.10</b>
Disposals/adjustments	-	<b>(46.57)</b>	<b>(0.57)</b>	<b>(2.51)</b>	<b>(1.08)</b>	<b>(38.88)</b>	<b>(8.97)</b>	<b>(256.99)</b>	<b>(33.94)</b>	<b>(389.51)</b>
<b>As at March 31, 2021</b>	<b>607.53</b>	<b>797.22</b>	<b>232.63</b>	<b>162.54</b>	<b>130.44</b>	<b>15.48</b>	<b>216.22</b>	<b>681.89</b>	<b>31.10</b>	<b>2,875.05</b>
<b>Net block</b>										
<b>As at March 31, 2021</b>	<b>2,234.07</b>	<b>215.80</b>	<b>91.91</b>	<b>35.48</b>	<b>42.81</b>	<b>2.50</b>	<b>71.59</b>	<b>1,679.13</b>	-	<b>4,373.29</b>
As at March 31, 2020	2,358.71	229.55	122.97	55.66	59.34	12.85	119.19	2,246.15	48.06	5,252.48

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
<b>5 Intangible assets</b>		
<b>5.1 The details of other intangible assets (net) are as follows:</b>		
Computer software	<b>97.53</b>	40.43
Internally generated intangible assets	<b>51.64</b>	34.17
<b>Total intangible assets</b>	<b>149.17</b>	74.60
<b>5.2 The details of intangible assets under development (net) are as follows:</b>		
Intangible assets under development	<b>324.62</b>	204.19
<b>Total</b>	<b>324.62</b>	204.19

Particulars	Computer software	Internally generated intangible assets
<b>5.3 Disclosures regarding gross block of other intangible assets, amortisation and net block are as given below:</b>		
<b>Gross carrying value</b>		
As at April 1, 2019	282.83	180.45
Additions	57.58	36.01
Disposals/adjustments	(0.08)	-
As at March 31, 2020	<b>340.33</b>	<b>216.46</b>
Additions	<b>68.53</b>	<b>27.15</b>
Disposals/adjustments	<b>(61.50)</b>	-
<b>As at March 31, 2021</b>	<b>347.36</b>	<b>243.61</b>
<b>Amortisation</b>		
As at April 1, 2019	264.58	168.46
For the year	35.40	13.83
Disposals/adjustments	(0.08)	-
As at March 31, 2020	<b>299.90</b>	<b>182.29</b>
For the year	<b>10.55</b>	<b>9.68</b>
Disposals/adjustments	<b>(60.62)</b>	-
<b>As at March 31, 2021</b>	<b>249.83</b>	<b>191.97</b>
<b>Net block</b>		
<b>As at March 31, 2021</b>	<b>97.53</b>	<b>51.64</b>
As at March 31, 2020	40.43	34.17

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
<b>6 Investments</b>		
<b>6.1 Non-current investments</b>		
<b>I. Quoted</b>		
<b>Investments carried at fair value through profit or loss</b>		
<b>a) Investment in equity instruments (fully paid up)</b>		
CRISIL Limited	55.17	37.63
3000 equity shares [previous year 3000] of Re. 1 each		
<b>Total (a)</b>	<b>55.17</b>	37.63
<b>b) Investment in mutual funds</b>		
Axis Liquid Fund - Direct Growth	2,476.12	2,388.92
108373.86 units [previous year 108373.86] of Rs. 1000 each		
Kotak Floating Rate Fund Direct - Growth	5,139.90	-
444223.504 units [previous year Nil] of Rs. 1000 each		
Nippon India Floating Rate Fund - Direct Growth Plan	5,088.13	-
14138418.279 units [previous year Nil] of Rs. 10 each		
TrustMF Banking & PSU Debt Fund - Direct Plan - Growth (BF-DG)	3,016.23	-
301101.199 units [previous year Nil] of Rs. 1000 each		
<b>Total (b)</b>	<b>15,720.38</b>	2,388.92
<b>Total non-current investments (a+b)</b>	<b>15,775.55</b>	2,426.55
<b>6.2 Current investments</b>		
<b>I. Unquoted</b>		
<b>Investments carried at amortised cost</b>		
<b>a) Investment in corporate deposits</b>		
Housing Development Finance Corporation Limited	-	7,969.99
LIC Housing Finance Limited	1,900.00	-
<b>Total current investments</b>	<b>1,900.00</b>	7,969.99
<b>Total investments</b>	<b>17,675.55</b>	10,396.54
<b>Summary of investments (Non-current + Current)</b>		
Aggregate value of unquoted investments	1,900.00	7,969.99
Aggregate value of quoted investments	15,775.55	2,426.55
Investments carried at amortised cost	1,900.00	7,969.99
Investments carried at fair value through profit or loss	15,775.55	2,426.55

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
<b>7 Loans</b>		
<b>7.1 Non-current</b>		
<b>Secured, considered good</b>		
Loans to staff	11.89	20.58
<b>Unsecured, considered good</b>		
Security deposits	395.87	424.85
<b>Total non-current loans</b>	<u>407.76</u>	<u>445.43</u>
<b>7.2 Current</b>		
<b>Secured, considered good</b>		
Loans to staff	9.46	20.54
<b>Unsecured, considered good</b>		
Security deposits	88.11	15.52
<b>Total current loans</b>	<u>97.57</u>	<u>36.06</u>
<b>Total loans</b>	<u>505.33</u>	<u>481.49</u>
<b>8 Other financial assets</b>		
<b>8.1 Non-current</b>		
<b>Unsecured, considered good</b>		
Bank deposits with maturity for more than twelve months from the reporting date	16,949.23	2,091.65
Interest accrued on fixed deposits	194.35	14.33
Earnest money deposits	1.10	0.90
<b>Total non-current other financial assets</b>	<u>17,144.68</u>	<u>2,106.88</u>
<b>8.2 Current</b>		
<b>Unsecured, considered good</b>		
Unbilled revenue	395.97	1,109.63
Interest accrued on fixed deposits	1,032.06	2,259.68
Income accrued on investments	5.00	94.46
Advance paid to gratuity trust (Refer note 33 & 36)	11.11	-
Earnest money deposits	18.77	18.50
Receivable against government grant	95.57	607.69
<b>Advances recoverable</b>		
From parties other than related parties	14.83	5.85
<b>Others</b>		
Recoverable from related parties (Refer note 36)	2.89	4.82
Recoverable from other than related parties	67.12	71.32
<b>Unsecured, considered doubtful</b>		
Unbilled revenue- credit impaired	164.28	193.36
Receivable against government grant- credit impaired	512.12	-
Recoverable from other than related parties- credit impaired	9.89	14.20
	<u>2,329.61</u>	<u>4,379.51</u>
Allowance for doubtful other financial assets	<u>(686.29)</u>	<u>(207.56)</u>
<b>Total current other financial assets</b>	<u>1,643.32</u>	<u>4,171.95</u>
<b>Total other financial assets</b>	<u>18,788.00</u>	<u>6,278.83</u>

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>9 Income tax</b>		
The major components of income tax expense for the years ended March 31, 2021 and March 31, 2020 are:		
<b>9.1 Income tax recognised in the Consolidated Statement of Profit or Loss</b>		
<b>(i) Tax expense</b>		
<b>Current tax</b>		
Income tax for current year	<b>2,891.61</b>	3,609.38
Income tax for earlier year	<b>(21.06)</b>	97.93
	<b>2,870.55</b>	3,707.31
<b>(ii) Deferred tax</b>		
Attributable to-		
Origination and reversal of temporary differences	<b>61.62</b>	(379.42)
Decrease/increase in tax rate#	<b>-</b>	95.93
	<b>61.62</b>	(283.49)
<b>Total tax expenses recognised in the Consolidated Statement of Profit and Loss</b>	<b>2,932.17</b>	3,423.82
<b>9.2 Income tax recognised in other comprehensive income</b>		
Net loss/(gain) on remeasurements of defined benefit liability/asset	<b>3.79</b>	(21.59)
<b>Income tax charged to other comprehensive income</b>	<b>3.79</b>	(21.59)
<b>9.3</b> Aggregate current and deferred tax charge relating to items that are charged or credited directly to equity	-	-
<b>9.4 Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate</b>		
Accounting profit before tax	<b>11,200.51</b>	13,147.59
Tax using the Company's domestic tax rate 25.168% (previous year 25.168%)	<b>2,818.94</b>	3,308.85
<b>Effect of:</b>		
Decrease/increase in tax rate#	-	95.93
Non-deductible expenses	<b>184.78</b>	92.05
Income tax for earlier year	<b>(21.06)</b>	97.93
Exempt income	<b>(0.56)</b>	(0.23)
Reversal/creation of deferred tax liability on undistributed earnings of subsidiaries	-	(394.33)
Effect of utilisation of carried forward capital losses	<b>(87.84)</b>	(35.68)
Tax impact on sale of mutual funds *	-	203.47
Effect of higher tax rate in subsidiaries	<b>37.91</b>	55.73
Others	-	0.10
<b>Total tax expense</b>	<b>2,932.17</b>	3,423.82

# In Taxation Laws (Amendment) Act, 2019, the rate of tax was changed from 25% to 22% plus applicable surcharge and cess for the financial year 2019-20. Therefore, from the financial year 2019-20, effective tax rate for the Company and its Indian subsidiaries was 25.168% and same was considered while calculating deferred tax assets/liabilities as at March 31, 2020 and as at March 31, 2021.

\* Represents mutual funds which were classified as long-term in earlier years but have been disposed off as short-term in the previous year resulting in additional tax impact in the previous year.



## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
<b>9.5 Deferred tax assets (net)</b>		
<b>Deferred tax assets</b>		
Lease liability	<b>419.77</b>	519.74
Provision for employees benefits	<b>239.74</b>	389.83
Provision for doubtful receivables	<b>152.84</b>	188.50
Provision for government grant	<b>128.89</b>	-
Property, plant and equipment (including intangible assets)	<b>0.73</b>	2.29
Provision for doubtful financial assets	<b>0.23</b>	1.45
Tax losses carried forward	<b>105.36</b>	50.13
Others	<b>6.41</b>	9.89
<b>Total</b>	<b>1,053.97</b>	1,161.83
<b>Deferred tax liabilities</b>		
Property, plant and equipment (including intangible assets)	<b>371.82</b>	469.50
Investments at fair value through profit or loss	<b>105.36</b>	50.13
<b>Total</b>	<b>477.18</b>	519.63
<b>Total deferred tax assets (net)</b>	<b>576.79</b>	642.20

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>9.6 Reconciliation of deferred tax assets/ (liabilities)</b>		
<b>Opening balance</b>	<b>642.20</b>	337.12
Tax (expense)/income during the period recognised in consolidated statement of profit and loss	<b>(61.62)</b>	283.49
Tax (expense)/income during the period recognised in other comprehensive income	<b>(3.79)</b>	21.59
<b>Closing balance</b>	<b>576.79</b>	642.20

Particulars	As at March 31, 2021	As at March 31, 2020
<b>9.7 Unrecognised deferred tax assets</b>		
Deferred tax assets have not been recognised in respect of following items, because it is not probable that future taxable profit will be available against which the respective entities can use the benefits therefrom.		
Capital losses	<b>1,784.41</b>	2,025.77
Business losses	<b>101.35</b>	130.62
Impairment loss on investments *	<b>1,497.47</b>	1,497.47
Deferred tax not recognised on temporary difference *	<b>15.07</b>	5.70
<b>Total</b>	<b>3,398.30</b>	3,659.56
Unrecognised tax effect	<b>783.49</b>	844.29

\*The deductible temporary difference do not expire under current tax legislation.

<b>9.8 Expiry period of unutilised tax losses</b>		
Financial Year 2023-24	<b>116.42</b>	136.32
Financial Year 2024-25	<b>1,784.41</b>	2,025.77
<b>Total</b>	<b>1,900.83</b>	2,162.09

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
<b>10 Non-current tax assets</b>		
Advance tax (net of provisions of respective tax jurisdiction to the extent permissible) [Refer note 28(b)]	<b>1,142.09</b>	1,178.75
<b>Total</b>	<b>1,142.09</b>	1,178.75
<b>11 Other assets</b>		
<b>11.1 Non-current</b>		
<b>Unsecured, considered good</b>		
Prepayments (Refer note 44)	<b>68.91</b>	83.47
<b>Total non-current other assets</b>	<b>68.91</b>	83.47
<b>11.2 Current</b>		
Prepayments (Refer note 44)	<b>867.11</b>	1,109.95
Balance with government authorities [Refer note 28(b)]	<b>155.33</b>	122.04
Projects work in progress	<b>139.94</b>	179.90
<b>Total current other assets</b>	<b>1,162.38</b>	1,411.89
<b>Total other assets</b>	<b>1,231.29</b>	1,495.36
<b>12 Trade receivables</b>		
Trade receivables considered good - Unsecured @	<b>4,750.84</b>	5,719.47
Trade receivables - credit impaired	<b>434.04</b>	547.15
	<b>5,184.88</b>	6,266.62
Allowance for doubtful trade receivables	<b>(434.04)</b>	(547.15)
<b>Total trade receivables</b>	<b>4,750.84</b>	5,719.47
@ Includes dues from related parties (Refer note 36)		
<b>13 Cash and cash equivalents</b>		
Cash on hand	<b>2.16</b>	3.81
<b>Balances with banks</b>		
In current accounts	<b>1,668.18</b>	1,593.57
In deposit accounts (with original maturity of three months or less)	<b>1,174.39</b>	23.44
<b>Total cash and cash equivalents</b>	<b>2,844.73</b>	1,620.82
<b>14 Other bank balances</b>		
<b>Balance with banks</b>		
In deposit accounts with original maturity for more than three months but less than twelve months from the reporting date	<b>36,928.98</b>	50,920.99
<b>Earmarked balances with banks</b>		
In unpaid dividend account	<b>38.18</b>	11.50
In margin money <sup>#</sup>	<b>113.45</b>	107.16
Deposits with maturity for more than three months and less than twelve months from the reporting date earmarked against bank guarantees	<b>19.95</b>	18.18
<b>Total</b>	<b>37,100.56</b>	51,057.83

<sup>#</sup>Represents deposits against bank guarantees.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

Particulars	As at	
	March 31, 2021	March 31, 2020
<b>15 Equity share capital</b>		
<b>Authorised</b>		
15000000 (previous year 15000000) equity shares of Rs. 10/- each	<b>1,500.00</b>	1,500.00
	<b>1,500.00</b>	1,500.00
<b>Issued, subscribed and fully paid up</b>		
9651231 equity shares (previous year 9651231 equity shares) of Rs. 10/- each fully paid up	<b>965.12</b>	965.12
<b>Total</b>	<b>965.12</b>	965.12

Particulars	As at March 31, 2021	
	Number of shares	Amount

### 15.1 Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

#### Equity shares

At the commencement and at the end of the year	<b>96,51,231</b>	<b>965.12</b>
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Particulars	As at March 31, 2020	
	Number of shares	Amount

Equity shares		
At the commencement and at the end of the year	96,51,231	965.12

### 15.2 Terms/rights attached to equity shares

The Company has one class of equity shares having a par value of Rs. 10 each. Each shareholder is eligible for one vote per share held. The dividend, if any, recommended by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

Particulars	As at	
	March 31, 2021	March 31, 2020

### 15.3 Shares held by subsidiaries of the ultimate holding Company

#### Company

(Equity shares of Rs. 10 each fully paid-up)

#### Moody's Investment Company India Private Limited

Number of shares	<b>30,55,900</b>	30,55,900
% of total shares	<b>31.66%</b>	31.66%

#### Moody's Singapore Pte Limited

Number of shares	<b>19,49,722</b>	19,49,722
% of total shares	<b>20.20%</b>	20.20%

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
<b>15.4 Details of shareholders holding more than 5% shares in the Company:</b>		
<b>(Equity shares of Rs. 10 each fully paid-up)</b>		
<b>Moody's Investment Company India Private Limited</b>		
Number of shares	<b>30,55,900</b>	30,55,900
% of total shares	<b>31.66%</b>	31.66%
<b>Moody's Singapore Pte Limited</b>		
Number of shares	<b>19,49,722</b>	19,49,722
% of total shares	<b>20.20%</b>	20.20%
<b>Aditya Birla Sun Life Trustee Private Limited A/c Aditya Birla Sun Life MNC Fund</b>		
Number of shares	<b>9,54,754</b>	9,54,754
% of total shares	<b>9.89%</b>	9.89%
<b>Life Insurance Corporation of India</b>		
Number of shares	<b>5,93,004</b>	7,15,355
% of total shares	<b>6.14%</b>	7.41%
<b>Pari Washington India Master Fund, Ltd.</b>		
Number of shares	<b>7,15,014</b>	7,02,840
% of total shares	<b>7.41%</b>	7.28%
<b>16 Other equity</b>		
Capital reserve	<b>3,302.03</b>	3,302.03
Capital redemption reserve	<b>65.31</b>	65.31
Treasury shares (Refer note 40)	<b>(105.44)</b>	(105.44)
General reserve	<b>8,280.60</b>	8,280.60
Foreign currency translation reserve	<b>(15.59)</b>	(5.58)
Other comprehensive income	<b>(143.68)</b>	(155.41)
Retained earnings	<b>63,424.36</b>	57,814.84
<b>Total other equity</b>	<b>74,807.59</b>	69,196.35
<b>Nature of reserves</b>		

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

### a) Capital reserve

Capital reserve represents profit on sale of shares of the Company by ICRA Employees Welfare Trust ('ESOP Trust').

### b) Capital redemption reserve

The Company has bought back equity shares and as per the provisions of the Companies Act, 2013, is required to create capital redemption reserve.

### c) Treasury shares

The treasury shares of the Company is used to settle share options exercised by the employees.

### d) General reserve

The General reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the General reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the General reserve will not be reclassified subsequently to the consolidated statement of profit and loss.

### e) Foreign Currency Translation Reserve

Exchange differences arising on translation of non integral operations and accumulated in separate reserve within equity. On the disposal of a foreign operation, the cumulative amount of the exchange differences relating to that foreign operation, recognised in other comprehensive income and accumulated in the separate component of equity, shall be reclassified from equity to consolidated statement of profit and loss.

Particulars	As at March 31, 2021	As at March 31, 2020
<b>17 Other financial liabilities</b>		
<b>17.1 Non-current</b>		
Payable to employees	<b>179.82</b>	195.29
Lease liabilities	<b>1,368.32</b>	1,727.29
<b>Total non-current other financial liabilities</b>	<b>1,548.14</b>	1,922.58
<b>17.2 Current</b>		
Unpaid dividends	<b>11.81</b>	11.50
Creditors for capital supplies and services	<b>82.64</b>	20.66
Due to related parties (Refer note 36)	<b>10.29</b>	10.36
Payable to employees	<b>726.79</b>	664.75
Deposits for vehicles	<b>11.58</b>	28.10
Lease liabilities	<b>327.79</b>	381.52
Other liabilities	<b>27.08</b>	46.87
<b>Total current other financial liabilities</b>	<b>1,197.98</b>	1,163.76
<b>Total other financial liabilities</b>	<b>2,746.12</b>	3,086.34

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
<b>18 Provisions</b>		
<b>18.1 Non-current</b>		
<b>Provision for employee benefits</b>		
Provisions for gratuity (Refer note 33)	<b>18.15</b>	410.29
Provision for compensated absence	<b>321.95</b>	298.18
<b>Total non-current provisions</b>	<b>340.10</b>	708.47
<b>18.2 Current</b>		
<b>Provision for employee benefits</b>		
Provisions for gratuity (Refer note 33)	<b>2.87</b>	80.94
Provision for compensated absence	<b>192.83</b>	183.24
Other employee benefits	<b>2,708.26</b>	1,989.76
<b>Others</b>		
Provision for pending litigations (Refer note 29 and 45)	-	75.00
Provision for service tax (Refer note 45)	<b>15.91</b>	15.91
Provision for onerous contracts (Refer note 45)	<b>9.61</b>	24.06
<b>Total current provisions</b>	<b>2,929.48</b>	2,368.91
<b>Total provisions</b>	<b>3,269.58</b>	3,077.38
<b>19 Other liabilities</b>		
<b>19.1 Current</b>		
Unearned revenue (Refer note 43)	<b>4,073.24</b>	3,490.74
Advance from customers	<b>1,625.58</b>	1,740.21
Statutory dues	<b>917.16</b>	885.60
<b>Total current other liabilities</b>	<b>6,615.98</b>	6,116.55
<b>Total other liabilities</b>	<b>6,615.98</b>	6,116.55
<b>20 Trade payables</b>		
(A) Total outstanding dues of micro and small enterprises	<b>47.60</b>	11.39
(B) Total outstanding dues other than micro and small enterprises	<b>732.65</b>	1,540.87
<b>Total trade payables</b>	<b>780.25</b>	1,552.26

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
<b>20.1</b> Based on the information available with the Group, some suppliers have been identified who are registered under The Micro, Small & Medium Enterprises Development Act, 2006 (MSMED), to whom the Group owes dues, but the same are not outstanding for more than 45 days as at reporting date. The information has been determined to the extent such parties have been identified on the basis of information available with the Group.		
The principal amount payable to suppliers at the year end	<b>47.60</b>	11.32
The amount of interest due on the remaining unpaid amount to the suppliers as at the year end	-	-
The amount of interest paid by the buyer in terms of section 16 of the MSMED, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED	-	0.07
The amount of interest accrued and remaining unpaid at the end of each accounting year	-	0.07
The amount of further interest remaining due and payable in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of MSMED	-	-
<b>21 Current tax liabilities (net)</b>		
Provision for income tax (net of advance tax of respective tax jurisdiction to the extent permissible)	<b>87.31</b>	300.25
<b>Total</b>	<b>87.31</b>	300.25

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>22 Revenue from operations</b>		
<b>Sale of services (Refer note 43)</b>		
Rating, research and other services fees	<b>18,461.02</b>	21,194.76
Consulting fees	<b>1,816.35</b>	2,326.22
Outsourced and information services	<b>9,568.79</b>	7,868.09
<b>Total sale of services</b>	<b>29,846.16</b>	31,389.07
<b>Other operating revenue</b>		
Government grant*	-	513.79
Advances received from customers written back	<b>237.23</b>	178.91
Others	<b>22.69</b>	27.07
<b>Total other operating revenue</b>	<b>259.92</b>	719.77
<b>Total revenue from operations</b>	<b>30,106.08</b>	32,108.84
* Government grants in previous year represents incentive under Service Export from India Scheme (SEIS) from Director General of Foreign Trade as per Foreign trade policy 2015-2020.		
<b>23 Other income</b>		
Interest income on fixed deposits	<b>3,251.15</b>	3,696.29
Interest income on investments	<b>458.36</b>	639.27
Other interest income	<b>50.91</b>	47.43
Gain on financial assets carried at FVTPL (net)	<b>349.00</b>	314.52
Foreign exchange gain (net)	-	72.11
Rental income (Refer note 36)	<b>22.19</b>	21.13
Profit on sale of property, plant and equipment (net)	<b>94.88</b>	-
Interest on income tax refunds	<b>35.93</b>	0.26
Miscellaneous income	<b>22.24</b>	5.74
<b>Total other income</b>	<b>4,284.66</b>	4,796.75
<b>24 Employee benefit expenses</b>		
Salaries, wages and bonus	<b>15,763.73</b>	14,874.73
Contribution to provident fund (Refer note 33)	<b>649.29</b>	640.48
Staff welfare expense	<b>756.88</b>	651.66
<b>Total employee benefits expense</b>	<b>17,169.90</b>	16,166.87
<b>25 Finance costs</b>		
Interest on lease liabilities	<b>205.72</b>	203.00
Other interest costs	-	1.47
<b>Total finance costs</b>	<b>205.72</b>	204.47



## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>26 Depreciation, amortisation and impairment expense</b>		
Depreciation of property, plant and equipment (Refer note 4)	<b>928.08</b>	979.78
Amortisation of intangible assets (Refer note 5)	<b>20.23</b>	49.23
Impairment of property, plant and equipment (Refer note 4)	<b>31.10</b>	-
Impairment of intangible assets under development	<b>12.45</b>	-
<b>Total Depreciation, amortisation and impairment expense</b>	<b>991.86</b>	1,029.01
<b>27 Other expenses</b>		
Electricity and water	<b>89.37</b>	197.03
Rent (Refer note 44)	<b>57.64</b>	77.33
Repairs and maintenance	<b>1,121.81</b>	1,034.96
Insurance	<b>35.42</b>	23.42
Rates and taxes	<b>77.41</b>	81.11
Communication	<b>312.25</b>	277.61
Printing and stationery	<b>17.35</b>	65.75
Books and periodicals	<b>106.88</b>	93.21
Travelling and conveyance	<b>66.02</b>	627.76
Directors' sitting fees	<b>59.04</b>	45.92
Legal and professional charges	<b>1,352.65</b>	2,058.61
Conference and meeting	<b>2.83</b>	46.87
Sub-contracting	<b>172.32</b>	540.68
Advertisement	<b>18.54</b>	9.96
Auditor's remuneration and expenses (Refer note 35)	<b>68.47</b>	275.42
Technical services	<b>23.73</b>	30.01
Bad debts/advances written off (net of provisions)	<b>65.23</b>	163.99
Provision for export incentive	<b>512.12</b>	-
Corporate social responsibility (Refer note 30)	<b>242.12</b>	372.41
Fees and subscription	<b>25.62</b>	46.59
Remuneration to non executive directors	<b>67.50</b>	67.50
Recruitment	<b>201.48</b>	135.64
Loss on foreign exchange fluctuations	<b>56.10</b>	-
Loss on sale/write off of property, plant and equipment (net)	-	19.17
Miscellaneous	<b>70.85</b>	66.70
<b>Total other expenses</b>	<b>4,822.75</b>	6,357.65

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
<b>28 Commitments and contingencies</b>		
<b>a) Commitments</b>		
Estimated amount of contract remaining to be executed on capital account and not provided for (net of capital advances)	<b>119.90</b>	120.99
<b>b) Contingent liabilities</b>		
(to the extent not provided for):		
Income tax	<b>1,027.07</b>	977.23
Service tax #	<b>470.26</b>	470.26
Other	<b>12.09</b>	12.09
<b>Total</b>	<b>1,509.42</b>	1,459.58

#Amount deposited under protest Rs. 35.69 Lakh (previous year Rs. 35.69 Lakh) against the service tax claims.

The Group is contesting the demand and the management believe that its position will likely be upheld in the appellate process. The management believes that the ultimate outcome of these proceedings will not have a material adverse effect on the Group's financial position and results of operations.

The Supreme Court on February 28, 2019 had provided its judgement regarding inclusion of other allowances such as travel allowances, special allowances, etc within the expression 'basic wages' for the purpose of computation of contribution of provident fund under the Employees' Provident Fund and Miscellaneous Provisions Act, 1952. There are interpretive challenges on the application of the Supreme Court Judgement including the period from which judgment would apply, consequential implications on resigned employees etc. Further, various stakeholders have also filed representations with Provident fund authorities. All these factors raises significant uncertainty regarding the implementation of the Supreme Court Judgement. Owing to the aforesaid uncertainty and pending clarification from regulatory authorities in this regard, the Indian entities of the Group has not recognised provision for the provident fund contribution on the basis above mentioned order w.e.f. order date till March 31, 2019 as the impact was immaterial. However, from April 1, 2019, the entities have started inclusion of such allowances within the expression of 'basic wages' for the purpose of computation of provident fund.

**29** During the year ended 31 March 2021, the Company was dealing with certain continuing matters and following are the updates:

- (a) The Securities and Exchange Board of India (SEBI) enhanced the penalty amount from Rs. 25 Lakhs to Rs. 1 Crore in respect of an adjudication proceeding initiated by it in relation to the credit ratings assigned to one of the Company's customer and the customer's subsidiaries. The Company deposited the enhanced penalty amount under protest and filed an appeal with the Securities Appellate Tribunal contesting the said order. The said appeal is under review. On this matter, the Company also co-operated with other government agencies in relation to queries received from them.
- (b) The Board of Directors ("Board") had previously appointed external experts to examine and report on anonymous representations making certain allegations against two former officials which were forwarded to the Company by SEBI ("Representations"). The findings of the external experts indicated that the conduct of the aforesaid officials was not in conformity with certain applicable regulations and the Company policies relating to credit rating activities. The key findings along with the remedial measures were submitted to SEBI in July 2020. The Company has implemented the remedial measures, including termination of services of aforesaid officials.
- (c) The Company had also received another anonymous representation in the previous financial year. The Company has concluded the examination thereof and finalised the necessary action plan during the current financial year. The findings did not indicate any adverse financial impact.

Basis the foregoing and the legal counsel opinion obtained; the Company does not foresee any significant adverse implications on the Company.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

### 30 Corporate Social Responsibility expenditure

"ICRA Limited and ICRA Analytics Limited constituted a Corporate Social Responsibility (CSR) Committee in accordance with Section 135 of the Act, which requires a Company, meeting the applicability threshold, to spend at least 2% of its average net profit for the immediately preceding three financial years on CSR activities. Further, as per local regulation requirement, ICRA Nepal Limited need to spend 1% of profit on CSR activities. The expenditure incurred / to be incurred (in case of ICRA Nepal Limited) on CSR activities are as under:

- Gross amount required to be spent during the year ended March 31, 2021 was Rs. 278.15 Lakh (previous year Rs. 276.15 Lakh).
- Amount spent during the year ended

Particulars	March 31, 2021		Total
	In cash	Yet to be paid cash <sup>#</sup>	
(i) Construction/ acquisition of any asset	-	-	-
(ii) On purposes other than (i) above *	240.11	2.01	242.12

Particulars	March 31, 2020		Total
	In cash	Yet to be paid cash	
(i) Construction/ acquisition of any asset	-	-	-
(ii) On purposes other than (i) above	372.41	-	372.41

# Represents provision for CSR activities created by ICRA Nepal Limited, which in line with local regulation requirement.

\* Pursuant to appeal letter no. 05/1/2020-CSR-MCA dated March 30, 2020 received from Ministry of Corporate Affairs, on March 31, 2020 ICRA Limited and ICRA Analytics Limited contributed Rs. 100.00 Lakh and Rs. 25.00 Lakh to PM Cares Fund which resulted into excess spent of Rs. 71.26 Lakh and Rs. 24.62 Lakh over financial year 2019-20 obligations. During current financial year, ICRA Limited has utilised Rs. 36.03 Lakh excess spent against the current year's obligation and balance amount of Rs. 35.23 Lakh and Rs. 24.62 Lakh respectively will be offset with next years' obligation as per applicable provision.

### 31 Earnings per share

#### a) Basic earnings per share

Basic earnings per share amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding. The calculations of profit attributable to equity holders, weighted average number of equity shares outstanding during the year and basic earnings per share are as follows:

Particulars	For the year ended	For the year ended
	March 31, 2021	March 31, 2020
<b>(i) Profit attributable to the equity holders</b>		
Profit for the year, attributable to the equity holders	8,166.03	9,617.50
<b>(ii) Weighted average number of equity shares</b>		
Opening balance	9,651,231	9,651,231
Shares held by ESOP Trust	(31,950)	(31,950)
<b>Weighted average number of equity shares for the year</b>	<b>9,619,281</b>	<b>9,619,281</b>
<b>(iii) Basic earnings per share (face value Rs.10 per share)</b>	<b>84.89</b>	<b>99.98</b>
<b>[(i) / (ii)]</b>		

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

### b) Diluted earnings per share

Diluted earnings per share amounts are calculated by dividing the profit attributable to equity holders after adjustment for expense related to dilutive potential equity shares (if any) by the weighted average number of equity shares outstanding during the year after adjustment for the effect of all the dilutive potential equity shares into equity shares. The calculations of profit attributable to equity holders, equity shares outstanding during the year after adjustment for the effect of all the dilutive potential equity shares into equity shares and diluted earnings per share are as follows:

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>(i) Profit attributable to the equity holders (diluted)</b>		
Profit for the year, attributable to the equity holders (diluted)	<b>8,166.03</b>	9,617.50
<b>(ii) Weighted average number of equity shares (diluted)</b>		
Weighted average number of equity shares (basic)	<b>9,619,281</b>	9,619,281
Effect of dilution of share options	-	-
<b>Weighted average number of equity shares (diluted)</b>	<b>9,619,281</b>	9,619,281
<b>(iii) Diluted earnings per share (face value Rs.10 per share) [(i) / (ii)]</b>	<b>84.89</b>	99.98

### 32 Dividend on equity shares

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>Dividend on equity shares declared and paid during the year</b>		
Final dividend of Rs. 27 per share for financial year 2019-20 (Rs. 30 per share for financial year 2018-19)	<b>2,605.83</b>	2,895.37
Dividend distribution tax#	-	595.15
	<b>2,605.83</b>	3,490.52
<b>Proposed dividend on equity shares not recognised as liability</b>		
Final dividend of Rs. 27 per share for financial year 2020-21 (Rs. 27 per share for financial year 2019-20)	<b>2,605.83</b>	2,605.83
	<b>2,605.83</b>	2,605.83

# Dividend distribution tax abolished with effect from April 1, 2020.

### 33 Employee benefits

#### a) Defined contribution plans

The Group makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Provident Fund and Employees' State Insurance Fund which are the defined contribution plans. The Group has no obligations other than to make the specified contributions. The contributions are charged to the Consolidated Statement of Profit and Loss as they accrue. The amount recognised as an expense towards contribution to these funds aggregating to Rs. 649.29 Lakh for the year ended March 31, 2021 (previous year Rs. 640.48 Lakh) and is included in "Employee benefits expense".

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

### b) Defined benefit plans

The Group has a defined benefit gratuity plan, governed by the Payment of Gratuity Act, 1972. Plan entitles an employee, who has rendered at least five years of services, to gratuity at the rate of fifteen days salary for every completed year of service or part thereof in excess of six months, based on the rate of salary last drawn by the employee concern.

For ICRA Limited and ICRA Analytics Limited, the defined benefit plan for gratuity is administered by gratuity trusts which are legally separate from the entities. The trustees of the gratuity trusts are required to act in the best interests of the members and/or their beneficiaries in accordance with the provisions of trust deeds.

This defined benefit plan expose the group to actuarial risks, such as interest rate risk and market (investment) risk.

### (i) Reconciliation of the net defined benefit (asset) / liability

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>Changes in the present value of the defined benefit obligations</b>		
Defined benefit obligations at the beginning of the year	1,604.39	1,390.13
Current service cost	183.27	155.55
Interest expense/ (income)	92.20	93.07
Benefits directly paid by the Group	(121.04)	(128.37)
Benefits paid from plan assets	(37.32)	-
Actuarial (gain)/ loss recognised in other comprehensive income		
- changes in demographic assumptions	-	15.98
- changes in financial assumptions	25.26	53.56
- experience adjustments	(45.59)	24.47
Defined benefit obligations at the end of the year	1,701.17	1,604.39
<b>Changes in the fair value of plan assets</b>		
Fair value of plan assets at the beginning of the year	1,113.16	995.84
Contribution paid to the plan assets	538.22	40.00
Benefits paid	(37.32)	-
Interest income on plan assets	82.01	68.71
Actuarial gain/ (loss) on plan assets	(4.81)	8.61
Fair value of plan assets at the end of the year	1,691.26	1,113.16
<b>Net defined benefit liability/ (asset)</b>	<b>9.91</b>	<b>491.23</b>
<b>Provisions for gratuity</b>		
Non-current	18.15	410.29
Current	2.87	80.94
Total	21.02	491.23
<b>Advance paid to gratuity trust</b>		
Non-current	-	-
Current	11.11	-
Total	11.11	-
<b>Net defined benefit liability/ (asset)</b>	<b>9.91</b>	<b>491.23</b>

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

### (ii) Expense recognised in the Consolidated Statement of Profit and Loss:

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>Expense recognised in Consolidated Profit and Loss</b>		
Current service cost	<b>183.27</b>	155.55
Net interest expense / (income)	<b>10.19</b>	24.36
	<b>193.46</b>	179.91
<b>Remeasurements recognised in Other Comprehensive Income</b>		
Actuarial (gain) / loss on defined benefit obligations	<b>(20.33)</b>	94.01
Return on plan assets excluding interest income	<b>4.81</b>	(8.61)
	<b>(15.52)</b>	85.40

### (iii) Plan assets comprise of the following:

Particulars	As at March 31, 2021	As at March 31, 2020
Kotak Group Floating Rate Fund	<b>512.60</b>	375.29
Kotak Group Short Term Bond Fund	<b>522.14</b>	380.93
Kotak Secure Return Employee Benefit Plan	<b>656.52</b>	356.94
<b>Total</b>	<b>1,691.26</b>	1,113.16

### (iv) Actuarial assumptions

Principal actuarial assumptions at the reporting date are as under:

Particulars	As at March 31, 2021	As at March 31, 2020
Discount rate	<b>5.7% - 10%</b>	5.9% - 10%
Future salary escalation rate		
- For first five years	<b>6% - 10%</b>	6% - 10%
- Thereafter	<b>6% - 10%</b>	6% - 10%
Withdrawal rate	<b>12% - 21%</b>	12% - 21%
Retirement age	<b>60</b>	60
Mortality rate	<b>Indian Assured Lives Mortality (2006-08) (modified) Ult.</b>	Indian Assured Lives Mortality (2006-08) (modified) Ult.

The estimates of future salary increases, considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market. Assumptions regarding future mortality are based on the published statistics and mortality tables. The calculation of the defined benefit obligation is sensitive to the mortality assumptions.

As at March 31, 2021, the weighted-average duration of the defined benefit obligation was 5 years (March 31, 2020: 5 years).

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

### (v) Sensitivity analysis

Reasonable possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumption constant, would have affected the defined obligation by the amounts shown below:

Particulars	Sensitivity level		Impact on Defined benefit obligation	
	As at March 31, 2021	As at March 31, 2020	As at March 31, 2021	As at March 31, 2020
<b>Assumptions</b>				
Discount rate				
Increase	<b>0.5% -1%</b>	0.5% -1%	<b>(40.06)</b>	(37.69)
Decrease	<b>0.5% -1%</b>	0.5% -1%	<b>42.10</b>	39.57
Future salary escalation rate				
Increase	<b>0.5% -1%</b>	0.5% -1%	<b>34.79</b>	33.32
Decrease	<b>0.5% -1%</b>	0.5% -1%	<b>(34.38)</b>	(32.32)
Withdrawal rate				
Increase	<b>5%</b>	1% - 5%	<b>(19.14)</b>	(14.41)
Decrease	<b>5%</b>	1% - 5%	<b>7.93</b>	12.46

The sensitivity results above determine their individual impact on defined benefit obligation at the end of year. In reality, the plan is subject to multiple external experience items which may move the defined benefit obligation in similar or opposite directions, while the plan's sensitivity to such changes can vary over time.

### The following payments are expected in future years

Particulars	As at March 31, 2021
March 31, 2022	<b>301.88</b>
March 31, 2023	<b>275.21</b>
March 31, 2024	<b>277.58</b>
March 31, 2025	<b>280.71</b>
March 31, 2026	<b>277.40</b>
March 31, 2027 to March 31, 2031	<b>1,144.59</b>

### 34 Share based payment

#### Description of share based payment arrangement

The Group's Employee Stock Option Schemes ("ESOSs") provide for the grant of stock options to eligible employees and whole time directors of the Company and its subsidiaries. The ESOSs are administered through ESOP Trust. The Trust transfers shares to the eligible employees upon exercise of the options by such employees.

During financial year 2018-19, the Group had introduced a new stock option scheme namely "ESOS 2018" effective from June 28, 2018. The grant price shall be as decided by the Nomination and Remuneration Committee ('N&RC') of the Company. The number of options and terms could vary at the discretion of the N&RC. Till March 31, 2021, no options have been granted under ESOS 2018.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

### 35 Remuneration to Auditor (excluding goods and service tax)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Audit fees	<b>37.83</b>	37.67
Additional audit fees *	-	201.96
Limited review fees	<b>17.79</b>	17.79
Tax audit fees	<b>9.24</b>	11.46
Other certification services fees	<b>1.15</b>	1.15
Reimbursement of expenses	<b>2.46</b>	5.39
<b>Total</b>	<b>68.47</b>	275.42

\* Additional audit fees represents the claim received from auditors in the previous financial year towards incremental efforts incurred by them on certain regulatory matters, as approved by the Board of Directors.

### 36 Related party transactions

#### A. List of related parties

##### a) Related parties and nature of related party relationships where control exists

###### Ultimate holding company

Moody's Corporation

###### Companies having substantial interest

Moody's Investment Company India Private Limited

Moody's Singapore Pte Limited

##### b) Related parties and nature of related party relationships with whom transactions have taken place during the year

###### i) Trusts

ICRA Limited Employees Group Gratuity Scheme

ICRA Online Limited Employees Group Gratuity Scheme

###### ii) Follow subsidiaries

Moody's Investors Service India Private Limited

Moody's Investors Service Inc.

MIS Quality Management Corp.

Moody's Investors Service Hong Kong Limited

Moody's Analytics Inc.

##### c) Key management personnel

Mr. N. Sivaraman (w.e.f. August 10, 2020)

Mr. Vipul Agarwal

Mr. Amit Kumar Gupta

Mr. S. Shakeb Rahman

Mr. Naresh Takkar (till September 28, 2019)

###### **Independent directors**

Mr. Arun Duggal

Ms. Ranjana Agarwal

Ms. Radhika Vijay Haribhakti



## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

### B. Transactions and balances with related parties

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020	As at March 31, 2021	As at March 31, 2020
<b>a) Related parties where control exists:</b>				
<i>Ultimate Holding Company</i>				
<b>1 Moody's Corporation</b>				
Technical services received	<b>15.20</b>	14.02	-	-
Revenue from outsourced and information services	<b>159.72</b>	-	-	-
Reimbursement of expenses received/receivable	<b>75.85</b>	-	-	-
Other financial liabilities - Due to related parties	-	-	<b>5.52</b>	5.57
Trade receivables	-	-	<b>119.84</b>	-
<i>Companies having substantial interest</i>				
<b>1 Moody's Investment Company India Private Limited</b>				
Dividend paid	<b>825.09</b>	916.77	-	-
<b>2 Moody's Singapore Pte Limited</b>				
Dividend paid	<b>526.42</b>	584.92	-	-
<b>b (i) Trusts</b>				
<b>1 ICRA Limited Employees Group Gratuity Scheme</b>				
Amount contributed during the year	-	40.00	-	-
Other financial assets - Advance paid to gratuity trust	-	-	<b>11.11</b>	-
<b>2 ICRA Online Limited Employees Group Gratuity Scheme</b>				
Amount contributed for gratuity during the year	<b>538.27</b>	-	-	-
Gratuity amount settled by trust	<b>37.32</b>	-	-	-
<b>b (ii) Fellow subsidiaries</b>				
<b>1 Moody's Investors Service India Private Limited</b>				
Rental income	<b>22.19</b>	21.13	-	-
Reimbursement of expenses received/receivable	<b>3.44</b>	4.47	-	-
Other financial assets - Other recoverables	-	-	<b>2.89</b>	4.82
<b>2 Moody's Investors Service Inc.</b>				
Revenue from outsourced and information services	<b>6,192.88</b>	5,216.88	-	-
Reimbursement of expenses received/receivable	<b>46.25</b>	179.50	-	-

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020	As at March 31, 2021	As at March 31, 2020
Other financial liabilities - Due to related parties			<b>0.63</b>	0.63
Trade receivables			<b>1,591.71</b>	1,330.55
<b>3 MIS Quality Management Corp.</b>				
Trademark license fees	<b>7.34</b>	7.34	-	-
Other financial liabilities - Due to related parties	-	-	<b>3.88</b>	3.90
<b>4 Moody's Investors Service Hong Kong Limited</b>				
Technical services received	<b>1.19</b>	1.18	-	-
Other financial liabilities - Due to related parties	-	-	<b>0.26</b>	0.26
<b>5 Moody's Analytics Inc</b>				
Revenue from outsourced and information services	<b>1,830.18</b>	1,414.60	-	-
Trade receivables	-	-	<b>234.96</b>	349.38
<b>c) Key management personnel</b>				
<b>1 Mr. N Sivaraman</b>				
Remuneration *	<b>345.36</b>	-	-	-
Revenue from outsourced and information services	<b>0.30</b>	-	-	-
<b>2 Mr. Vipul Agarwal</b>				
Remuneration *	<b>201.52</b>	219.88	-	-
Reimbursement of expenses paid	<b>0.64</b>	0.01	-	-
Other financial liabilities - payable to employees	-	-	<b>11.97</b>	7.00
<b>3 Mr. Amit Kumar Gupta</b>				
Remuneration *	<b>117.54</b>	98.83	-	-
Reimbursement of expenses paid	<b>0.33</b>	0.04	-	-
Other financial liabilities - payable to employees	-	-	<b>4.50</b>	2.50
<b>4 Mr. S. Shakeb Rahman</b>				
Remuneration *	<b>40.89</b>	38.67	-	-
Dividend paid by the Company	<b>0.08</b>	0.09	-	-
Other financial liabilities - payable to employees	-	-	<b>3.64</b>	2.33

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

Particulars	For the year ended		As at	
	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020
<b>5 Mr. Naresh Takkar</b>				
Remuneration *	-	209.98	-	-
Interest received by the Company	-	0.18	-	-
Reimbursement of expenses paid	-	0.02	-	-
Dividend paid by the Company	-	12.60	-	-
Provisions - other employee benefits	-	-	<b>147.48</b>	147.48
Other financial liabilities - payable to employees	-	-	<b>151.88</b>	151.88
<b>6 Mr. Arun Duggal</b>				
Remuneration to non executive directors	<b>25.00</b>	25.00	-	-
Sitting fees paid	<b>15.75</b>	11.20	-	-
Reimbursement of expenses paid	<b>25.00</b>	4.72	-	-
Trade payable	-	-	<b>28.91</b>	22.50
<b>7 Ms. Ranjana Agarwal</b>				
Remuneration to non executive directors	<b>22.50</b>	22.50	-	-
Sitting fees paid	<b>24.75</b>	20.05	-	-
Trade payable	-	-	<b>20.81</b>	20.50
<b>8 Ms. Radhika Vijay Haribhakti</b>				
Remuneration to non executive directors	<b>20.00</b>	20.00	-	-
Sitting fees paid	<b>18.00</b>	13.40	-	-
Reimbursement of expenses paid	-	0.04	-	-
Trade payable	-	-	<b>18.50</b>	18.00

\* As the liabilities for gratuity and compensated absences are provided on an actuarial basis for the Company as a whole, the amounts pertaining to the key management personnel is not included above.

### 37 Financial instruments

#### 37.1 Financial instruments by category

The following tables presents the carrying value and fair value of each category of financial assets and liabilities as at March 31, 2021 and March 31, 2020.

##### a) Fair value of financial assets

Particulars	Carrying values		Fair values	
	As at March 31, 2021	As at March 31, 2020	As at March 31, 2021	As at March 31, 2020
<b>Financial assets measured at fair value through profit or loss</b>				
Investment in equity shares	<b>55.17</b>	37.63	<b>55.17</b>	37.63
Investments in mutual funds	<b>15,720.38</b>	2,388.92	<b>15,720.38</b>	2,388.92
<b>Total (A)</b>	<b>15,775.55</b>	2,426.55	<b>15,775.55</b>	2,426.55

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

Particulars	Carrying values		Fair values	
	As at	As at	As at	As at
	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020
<b>Financial assets measured at amortised cost</b>				
Investment in corporate deposits	<b>1,900.00</b>	7,969.99	<b>1,900.00</b>	7,969.99
Loans	<b>505.33</b>	481.49	<b>505.33</b>	481.49
Trade receivables	<b>4,750.84</b>	5,719.47	<b>4,750.84</b>	5,719.47
Cash and cash equivalents	<b>2,844.73</b>	1,620.82	<b>2,844.73</b>	1,620.82
Other bank balances	<b>37,100.56</b>	51,057.83	<b>37,100.56</b>	51,057.83
Other financial assets	<b>18,788.00</b>	6,278.83	<b>18,788.00</b>	6,278.83
<b>Total (B)</b>	<b>65,889.46</b>	73,128.43	<b>65,889.46</b>	73,128.43
<b>Total (A+B)</b>	<b>81,665.01</b>	75,554.98	<b>81,665.01</b>	75,554.98

### b) Fair value of financial liabilities

Particulars	Carrying values		Fair values	
	As at	As at	As at	As at
	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020
<b>Financial liabilities measured at amortised cost</b>				
Trade payables	<b>780.25</b>	1,552.26	<b>780.25</b>	1,552.26
Others financial liabilities	<b>2,746.12</b>	3,086.34	<b>2,746.12</b>	3,086.34
<b>Total</b>	<b>3,526.37</b>	4,638.60	<b>3,526.37</b>	4,638.60

The fair value of the financial assets and liabilities represents amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

- The fair values of the quoted investments in equity shares and mutual funds are based on market price and net asset value (NAV) at the reporting date.
- For other financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

Management has assessed that fair value of trade receivables, cash and cash equivalents, other bank balances, investments, trade payables, other financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

### 37.2 Fair value hierarchy

All financial instruments for which fair value is recognised or disclosed are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole.

The categories used are as follows:

Level 1: Quoted prices for identical instruments in active markets.

Level 2: Valuation techniques for which the lowest level input which has a significant effect on the fair value measurement are observable, either directly or indirectly.

Level 3: Valuation techniques for which the lowest level input which has a significant effect on the fair value measurement is not based on observable market data.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

The following table provides the fair value measurement hierarchy of the Group's assets and liabilities:

### Quantitative disclosures fair value measurement hierarchy for financial assets and liabilities as at March 31, 2021

Particulars	Level 1	Level 2	Level 3	Total
<b>Financial assets:</b>				
<b>Financial assets measured at fair value through profit or loss</b>				
Investment in equity shares	55.17	-	-	55.17
Investment in mutual funds	15,720.38	-	-	15,720.38
<b>Total</b>	<b>15,775.55</b>	<b>-</b>	<b>-</b>	<b>15,775.55</b>

There have been no transfers between Level 1 and Level 2 during the period.

### Quantitative disclosures fair value measurement hierarchy for financial assets and liabilities as at March 31, 2020

Particulars	Level 1	Level 2	Level 3	Total
<b>Financial assets:</b>				
<b>Financial assets measured at fair value through profit or loss</b>				
Investment in equity shares	37.63	-	-	37.63
Investment in mutual funds	2,388.92	-	-	2,388.92
<b>Total</b>	<b>2,426.55</b>	<b>-</b>	<b>-</b>	<b>2,426.55</b>

There have been no transfers between Level 1 and Level 2 during the period.

## 37.3 Financial risk management objectives and policies

### Risk management framework

The Board has overall responsibility for establishing and governing the Group's risk management framework. The Board has delegated monitoring and reviewing of the risk management plan to the Risk Management Committee. The Group has constituted a Executive Risk Committee, a Risk management team and functional sub-committees which are responsible for identifying, analysing, mitigating and monitoring risks as per risk management framework. The primary risks and mitigation actions are also placed before Risk Management Committee and Board.

The Group is exposed to various risks in relation to financial instruments. The Group financial assets and liabilities are summarised in note 37.1. The main types of financial risks are market risk (price risk), credit risk and liquidity risk.

#### a) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes may result from changes in foreign currency rate, interest rate, price and other market changes. The Group's exposure to market risk is mainly due to price risk.

##### Price risk

The risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in the market prices, whether those changes are caused by factors specific to the individual financial instrument or its issuer, or by factors affecting all similar financial instruments traded in the market. The Group has adopted disciplined practices including position sizing, diversification, valuation, loss prevention, due diligence and exit strategies in order to mitigate losses as defined in board approved investment policy.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

The Group is exposed to price risk arising mainly from investment in equity shares and investment in mutual funds recognised at fair value through profit or loss. The detail of such investments are given in note 37.1. If the prices had been higher/lower by 1% from the market prices existing as at the reporting date, profit would have been increased/decreased by Rs. 157.76 lakh and Rs. 24.27 lakh for the year ended March 31, 2021 and March 31, 2020 respectively.

### b) Credit risk

Credit risk is the risk of financial loss to the Group if customer or counterparty to financial instrument fails to meet its contractual obligations and arises principally from the Group's receivables from customer and investment in mutual funds and deposits with banks.

To manage credit risk, the Group periodically review its receivables from customer for any non-recoverability of the dues, taking in to account the inputs from business development team and ageing of trade receivables. The management establishes an allowance for impairment that represents its expected credit losses in respect of trade and other financial assets. The management uses a simplified approach for the purpose of computation of expected credit loss. While computing expected credit loss, the management consider historical credit loss experience adjusted with forward looking information.

#### Movement in the expected credit loss allowance is as follow:

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Loss allowance at the commencement of the year	754.71	1,101.81
Changes in loss allowance, net	365.62	(347.10)
Loss allowance at the end of the year	<b>1,120.33</b>	754.71

### c) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial assets. For the Group, liquidity risk arises from obligations on account of financial liabilities - Trade payable and other financial liabilities.

#### Liquidity risk management

The Group continues to maintain adequate amount of liquidity to meet strategic and growth objectives. The Group's finance department is responsible for liquidity and fund management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's liquidity position through forecasts on the basis of expected cash flows.

The table below summarises the maturity profile of the group's financial liabilities as under:

As at March 31, 2021	< 1 year	1 to 3 years	> 3 years	Total
Trade payables	780.25	-	-	780.25
Other financial liabilities	1,345.80	936.09	969.57	3,251.46
<b>Total</b>	<b>2,126.05</b>	<b>936.09</b>	<b>969.57</b>	<b>4,031.71</b>
As at March 31, 2020	< 1 year	1 to 3 years	> 3 years	Total
Trade payables	1,552.26	-	-	1,552.26
Other financial liabilities	1,343.88	1,192.06	1,345.09	3,881.03
<b>Total</b>	<b>2,896.14</b>	<b>1,192.06</b>	<b>1,345.09</b>	<b>5,433.29</b>

### 37.4 Capital Management

The primary objective of the Group's capital management is to maximise the shareholder value. Equity share capital and other equity are considered for the purpose of group's capital management. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issues new shares and raises money through borrowings.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2021 and March 31, 2020.

### 38 Transfer pricing

The Indian entities of the Group has established a comprehensive system of maintenance of information and documents as required by the transfer pricing legislation under sections 92-92F of the Income-tax Act, 1961. Since the law requires existence of such information and documentation to be contemporaneous in nature, the Indian entities of the Group have maintained adequate documentation for the international transactions entered into with the associated enterprises and expect such records to be in existence in accordance with the requirements of the law. The management is of the opinion that its international transactions are at arm's length so that the aforesaid legislation will not have any impact on the consolidated financial statements, particularly on the amount of tax expense and that of provision for taxation.

### 39 Merger of wholly-owned subsidiaries

The Scheme of Amalgamation ('Scheme') of ICRA Management Consulting Services Limited with ICRA Online Limited (both wholly owned subsidiaries of the Company) approved by the Board of Directors of the Company on August 9, 2018, was filed with the National Company Law Tribunal ('NCLT'), New Delhi and Kolkata. NCLT, New Delhi and Kolkata sanctioned the said Scheme and the orders were filed with the Registrar of Companies ('ROC'), Delhi and Kolkata on June 19, 2019 and November 15, 2019 respectively. Upon filing the order with the ROC, Kolkata, the scheme became effective.

The Group had given the accounting effect of the Scheme, as a common control business combination in accordance with Appendix C of Ind AS 103 'Business Combination'. W.e.f. February 7, 2020, the merged entity has been renamed as "ICRA Analytics Limited".

### 40 Treasury shares

Particulars	For the year ended March 31, 2021		For the year ended March 31, 2021	
	No. of Shares	Amount	No. of Shares	Amount
At the commencement and at the end of the year	<b>31,950</b>	<b>105.44</b>	31,950	105.44

Particulars	As at March 31, 2021	As at March 31, 2020
Unissued shares (including shares against options expired or lapsed)	<b>31,950</b>	31,950
<b>Total</b>	<b>31,950</b>	31,950

### 41 Other comprehensive income

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>(i) Items that will not be reclassified to profit or (loss)</b>		
Remeasurements of defined benefit liability/ (asset)	<b>15.52</b>	(85.40)
Income tax relating to items that will not be reclassified to profit or (loss)	<b>(3.79)</b>	21.59
<b>(ii) Items that will be reclassified to profit or (loss)</b>		
Exchange difference on translation of Foreign operations	<b>(10.01)</b>	1.28
Income tax relating to items that will be reclassified to profit or loss	-	-
<b>Total other comprehensive income, net of tax (i+ii)</b>	<b>1.72</b>	(62.53)

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

### 42 Following is the summary of changes in carrying amount of goodwill

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Balance at the commencement and end of the year	<b>122.53</b>	122.53

The Group tests goodwill annually for impairment or more frequently if there are indications that goodwill might be impaired. The goodwill is on account of the investment in subsidiaries as of March 31, 2021 and March 31, 2020 respectively. Allocation of goodwill by segments as of March 31, 2021 and March 31, 2020 is as follows:

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Outsourced and Information services	<b>122.53</b>	122.53

#### Allocation of goodwill to cash-generating units

Goodwill has been allocated for impairment testing purposes to their underlying segment. The recoverable amount is determined based on value in use calculation, which uses future cash flow projections based on financial budgets and plans approved by the management and applicable discount rate.

Budgeted Projections are based on same expected gross margins throughout the period. The cash flows beyond five-year period have been extrapolated using a steady growth rate. As at March 31, 2021, the estimated recoverable amount of the CGU exceeded its carrying amount, hence impairment is not triggered.

The management believes that any reasonably possible change in the key assumptions on which recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount.

#### Following key assumptions were considered while performing Impairment testing Budgeted Projections:

The values assigned to the assumption reflect past experience and are consistent with the management's plans for focusing operations in these markets. The management believes that the planned market share growth per year for the next five years is reasonably achievable.

The values assigned to the key assumption are consistent with external sources of information.

### 43 Revenue disclosure

#### a) Revenue recognised in the current year

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>Sale of services</b>		
<b>Rating, research and other services</b>		
Rating and grading fees	<b>4,459.54</b>	6,181.47
Surveillance fees	<b>13,481.86</b>	14,432.72
Research services fees	<b>518.33</b>	577.18
Others	<b>1.29</b>	3.39
<b>Consulting fees</b>	<b>1,816.35</b>	2,326.22
<b>Outsourced and information services</b>		
Outsourced service fees	<b>9,052.68</b>	7,334.29
Information services fees	<b>516.11</b>	533.80
<b>Total sale of services</b>	<b>29,846.16</b>	31,389.07



## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

### b) Revenue recognised from last years' unearned revenue

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>Rating, research and other services</b>		
Rating and grading fees	689.16	829.03
Surveillance fees	2,336.27	2,637.62
Research services fees	248.35	308.44
<b>Consulting fees</b>	<b>79.76</b>	94.11
<b>Outsourced and information services</b>		
Outsourced service fees	134.87	137.81
<b>Total</b>	<b>3,488.41</b>	4,007.01

### c) Unearned revenue

Particulars	As at March 31, 2021	As at March 31, 2020
<b>Revenue to be recognised in:</b>		
FY 2020-21	-	3,479.02
FY 2021-22	4,051.68	1.24
FY 2022-23	10.40	-
FY 2023-24	0.17	-
Revenue to be recognised on completion of milestones	10.99	10.48
<b>Total</b>	<b>4,073.24</b>	3,490.74

## 44 Leases

### A As a lessee

- The Group's significant lease arrangements are in respect of office premises. The lease term for these leases ranges between 11 months and 10 years which includes a lock-in period and in certain cases are renewable by mutual consent on mutually agreeable terms. These options are negotiated by management and aligned with the Group's business needs. Management exercises significant judgement in determining whether these extension and termination options are reasonably certain to be exercised.
- The entities has discounted lease payments using the applicable incremental borrowing rate, which ranges 10% - 11% for measuring the lease liability.
- The effect of adoption Ind AS 116 as at April 1, 2019 (increase/(decrease)) is as follows:

Particulars	Amount
<b>Assets</b>	
Right-of-use assets (included in property, plant and equipment)	2,622.49
Other assets - Prepayments	(357.11)
<b>Total assets</b>	<b>2,265.38</b>
<b>Liabilities</b>	
Financial liabilities - Lease liabilities (included in other financial liabilities)	2,265.38
<b>Total liabilities</b>	<b>2,265.38</b>

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

**d) The following is the break-up of current and non-current lease liabilities:**

Particulars	As at	As at
	March 31, 2021	March 31, 2020
Current lease liabilities	<b>327.79</b>	381.52
Non-current lease liabilities	<b>1,368.32</b>	1,727.29
<b>Total</b>	<b>1,696.11</b>	2,108.81

**e) The contractual maturity of lease liabilities on an undiscounted basis is as follows:**

Particulars	As at	As at
	March 31, 2021	March 31, 2020
Not later than one year	<b>486.32</b>	537.67
Later than one year but not later than five years	<b>1,372.79</b>	1,707.76
Later than five years	<b>354.91</b>	657.97

**f)** The Company does not foresee significant down-sizing of its employee base rendering the physical infrastructure redundant. The leases that the Company has entered with lessors towards properties used as offices are long term in nature and no changes in terms of those leases are expected due to the COVID-19.

**g) Expense related short term leases**

The lease rental charged to Consolidated Statement of Profit and Loss:

Particulars	As at	As at
	March 31, 2021	March 31, 2020
Rent	<b>49.33</b>	69.82

**h) Amount recognised in the statement of cash flows**

Particulars	As at	As at
	March 31, 2021	March 31, 2020
Payment of lease liabilities	<b>(324.64)</b>	(306.35)
Interest paid on lease liabilities	<b>(205.72)</b>	(203.00)
Payment of short term leases	<b>(44.32)</b>	(61.79)
<b>Impact on the statement of cash flows for the year</b>	<b>(574.68)</b>	(571.14)

**B As a lessor**

The Company has letout part of its owned and rented office premises under lease arrangement which are cancellable in nature but renewable on mutually agreeable terms. Lease rentals amounting to Rs. 22.19 Lakh (previous year Rs. 21.13 Lakh) have been recognised in the Statement of Profit and Loss.

**45 The movement of provisions are as under:**

Particulars	Provision for pending litigations		Provision for service tax		Provision for onerous contracts	
	As at	As at	As at	As at	As at	As at
	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020
Opening balance	<b>75.00</b>	100.00	<b>15.91</b>	15.91	<b>24.06</b>	-
Additions during the year	-	-	-	-	-	24.06
Utilised during the year	<b>(75.00)</b>	(25.00)	-	-	<b>(14.45)</b>	-
Closing balance	-	75.00	<b>15.91</b>	15.91	<b>9.61</b>	24.06

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

**46** Pandemic induced lockdown led to a significant disruption in the economy in Q1 FY2021 which however recovered in the subsequent quarters. Investor risk aversion remained high throughout the year as a result of which subscription to bond issues was limited to PSUs or entities with high credit quality/backed by strong promoter groups. Risk aversion mellowed down in the last two quarters as securitisation provided an opportunity to finance companies to diversify their funding. Demand for ratings did see a pick-up in Q4 FY2021 with an improving business environment even as a spike in Covid infection led to localised lockdowns. Unlike Q4 of the previous year, in 2021, as the curbs were partial and implemented gradually, the impact on year end business volumes was minimal. Consulting business is also impacted and traction continues to remain subdued. However, no significant impact has been observed on Outsourced & information services.

In terms of operations, the Group continues to serve its clients and market participants without any disruption in the service levels. To mitigate any risk to employees, the Group has extended remote working for all employees across all locations and demonstrated its ability to provide seamless delivery of high-quality and timely services to its clients.

In view of the pandemic relating to Covid, the Group has considered internal and external information and has performed an analysis based on current estimates on the entities capital and financial resources, profitability, liquidity position, assets, internal financial reporting and control, and demand for the entity's services. The Group is of the view that based on its present assessment this situation does not materially impact the entity's capital and financial resources. However, the actual impact of Covid may differ from that estimated due to unforeseen circumstances and the entity's will continue to closely monitor any material changes to future economic conditions and consequential impact on its consolidated financial statement.

### 47 Segment information

The Group has determined following reporting segments based on the information reviewed by the Group's CODM.

- Rating, research and other services – Rating, grading and industry research services.
- Consulting services – Management consulting which includes risk management, financial advisory, outsourcing and policy advisory.
- Outsourced and Information services – financial information product and services and KPO services

The above business segments have been identified considering :

- the nature of products and services
- the differing risks and returns
- the internal organisation and management structure, and
- the internal financial reporting systems.

The CODM is responsible for allocating resources and assessing performance of the operating segments.

#### (i) Segment wise revenues and results

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>External revenues</b>		
Rating, research and other services	<b>18,719.77</b>	21,397.61
Consulting services	<b>1,817.52</b>	2,326.22
Outsourced and information services	<b>9,568.79</b>	8,385.01
<b>Total external revenue</b>	<b>30,106.08</b>	32,108.84
<b>Inter-segment revenue</b>		
Rating, research and other services	<b>55.70</b>	37.09
Consulting services	<b>37.26</b>	150.90
Outsourced and information services	<b>39.32</b>	163.70
<b>Total Inter-segment revenue</b>	<b>132.28</b>	351.69

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>Total revenue</b>		
Rating, research and other services	18,775.47	21,434.70
Consulting services	1,854.78	2,477.12
Outsourced and information services	9,608.11	8,548.71
<b>Total segment revenue</b>	<b>30,238.36</b>	32,460.53
Less: Elimination of inter-segment revenue	(132.28)	(351.69)
<b>Total revenue</b>	<b>30,106.08</b>	32,108.84
<b>Segment results</b>		
Rating, research and other services	3,890.19	5,530.13
Consulting services	(176.51)	(195.48)
Outsourced and information services	3,376.16	3,260.05
<b>Total profit before tax for reportable segments</b>	<b>7,089.84</b>	8,594.70
Unallocated expenses	31.73	(39.39)
Interest expense	(205.72)	(204.47)
Other income	4,284.66	4,796.75
Provision for tax	(2,932.17)	(3,423.82)
<b>Profit after tax</b>	<b>8,268.34</b>	9,723.77

### (ii) Segment wise capital employed

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>Capital employed (Segment assets - Segment liabilities)</b>		
<b>Segment assets</b>		
Rating, research and other services	5,465.97	7,974.59
Consulting services	1,311.63	1,747.34
Outsourced and information services	5,337.56	5,510.60
<b>Total assets of reportable segments</b>	<b>12,115.16</b>	15,232.53
Unallocable assets	77,486.15	69,320.30
<b>Total assets</b>	<b>89,601.31</b>	84,552.83
<b>Segment liabilities</b>		
Rating, research and other services	11,434.15	11,242.62
Consulting services	664.87	1,004.93
Outsourced and information services	1,335.36	1,622.97
<b>Total liabilities of reportable segments</b>	<b>13,434.38</b>	13,870.52
Unallocable liabilities	64.86	262.26
<b>Total liabilities</b>	<b>13,499.24</b>	14,132.78
<b>Total capital employed</b>	<b>76,102.07</b>	70,420.05

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data, per share data and where otherwise stated)

### (iii) Other information

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>Capital expenditure during the year</b>		
Rating, research and other services	<b>250.89</b>	320.25
Consulting services	<b>112.35</b>	86.67
Outsourced and information services	<b>149.65</b>	167.23
<b>Depreciation, amortisation and impairment expense</b>		
Rating, research and other services	<b>552.34</b>	576.52
Consulting services	<b>192.40</b>	186.17
Outsourced and information services	<b>247.12</b>	266.32
<b>Non cash expenses other than depreciation</b>		
Rating, research and other services	<b>74.64</b>	214.14
Consulting services	<b>0.06</b>	0.11
Outsourced and information services	<b>517.42</b>	18.63
<b>Interest income</b>	<b>3,760.42</b>	4,382.99

### (iv) Information about secondary segment - Geographical segment

In respect of secondary segment information, the Group has identified its geographical segments as:

- (a) Within India
- (b) Outside India

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>Revenue from external customer by geographical market</b>		
India	<b>20,419.61</b>	24,164.17
Outside India	<b>9,686.47</b>	7,944.67
<b>Total</b>	<b>30,106.08</b>	32,108.84
<b>Non current assets *</b>		
India	<b>5,000.76</b>	5,658.01
Outside India	<b>54.28</b>	79.26
<b>Total</b>	<b>5,055.04</b>	5,737.27
<b>Capital expenditure</b>		
India	<b>509.83</b>	539.92
Outside India	<b>3.06</b>	34.23
<b>Total</b>	<b>512.89</b>	574.15

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

(All amounts in Rupees lakh, except share data and where otherwise stated)

246

### 48 Additional Information, as required under Schedule III to the Companies Act, 2013, of entities consolidated as Subsidiary:

Particulars	As at March 31, 2021							
	Net Assets (Total assets–Total liabilities)		Share in consolidated profit or (loss)		Share in consolidated total comprehensive income			
	As % of consolidated net assets	Amount	As % of Consolidated profit or (loss)	Amount	As % of Consolidated profit or (loss)	Amount		
<b>Parent</b>	<b>81.11%</b>	<b>61,458.01</b>	<b>64.84%</b>	<b>5,294.54</b>	<b>1480.23%</b>	<b>25.46</b>	<b>65.13%</b>	<b>5,320.00</b>
<b>Subsidiaries</b>								
<b>Indian</b>								
ICRA Analytics Limited	17.19%	13,024.23	32.61%	2,662.78	(823.84%)	(14.17)	32.43%	2,648.61
Pragati Development Consulting Services Limited	0.15%	112.22	(0.06%)	(5.09)	-	-	(0.06%)	(5.09)
ICRA Employees Welfare Trust	4.50%	3,407.10	1.51%	123.41	-	-	1.51%	123.41
<b>Foreign</b>								
PT. ICRA Indonesia	(0.01%)	(3.86)	-	-	-	-	-	-
ICRA Lanka Limited	0.15%	112.20	0.15%	12.63	(556.39%)	(9.57)	0.04%	3.06
ICRA Nepal Limited	0.89%	672.16	2.56%	208.80	-	-	2.56%	208.80
Non-controlling interest included in respective subsidiaries	(0.43%)	(329.36)	(1.25%)	(102.31)	-	-	(1.25%)	(102.31)
Eliminations	(3.55%)	(2,679.99)	(0.36%)	(28.73)	-	-	(0.36%)	(28.73)
<b>Total</b>	<b>100.00%</b>	<b>75,772.71</b>	<b>100.00%</b>	<b>8,166.03</b>	<b>100.00%</b>	<b>1.72</b>	<b>100.00%</b>	<b>8,167.75</b>

As per our report of even date attached

For and on behalf of the Board of Directors of ICRA Limited

For **B S R & Co. LLP**

Chartered Accountants

Firm Registration No.: 101248W/W-100022

**Sadashiv Shetty**

Partner

Membership No.: 048648

Place: Mumbai

Dated: May 6, 2021

**N. Sivaraman**

Managing Director &amp; Group C.E.O.

(DIN: 00001747)

Mumbai

**Vipul Agarwal**

Group Chief Financial Officer

Gurugram

**Arun Duggal**

Chairman

(DIN: 00024262)

Kasauli

**S. Shakeb Rahman**

Company Secretary

Noida

**Form AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of subsidiaries**

**Part "A": Subsidiaries**

**(Information in respect of each subsidiary to be presented with amounts (Rupees in lakhs)**

S. No.	Name of Subsidiary	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Share capital	Reserves & surplus	Total assets	Total Liabilities	Investments	Turnover*	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of shareholding
1	ICRA Analytics Limited (erstwhile ICRA Online limited)			995.15	12,029.08	14,995.63	1,971.40	-	11,462.89	3,558.97	896.19	2,662.78	1,293.69	100% owned by ICRA Limited
2	PT. ICRA Indonesia	December 31		1,510.66	(1,514.52)	1.01	4.87	-	-	-	-	-	-	99% owned by ICRA Limited
3	ICRA Lanka Limited		Balance Sheet: (1 INR = 2.7305 LKR) Profit loss: (1 INR= 2.5392 LKR)	256.59	(144.39)	189.30	77.10	-	165.48	12.63	-	12.63	-	100% owned by ICRA Limited
4	ICRA Nepal Limited	Mid of July	1 INR = NPR 1.6015	312.20	359.96	1,407.15	734.99	-	483.27	278.41	69.61	208.80	64.31	51% owned by ICRA Limited
5	Pragati Development Consulting Services Limited			5.00	107.22	119.36	7.14	-	-	(5.00)	0.09	(5.09)	-	100% owned by ICRA Analytics Limited (erstwhile ICRA Online limited)
6	ICRA Employees Welfare Trust			2.00	3,299.67	3,872.05	570.38	105.44**	-	216.26	92.84	123.42	-	Note 4

Notes:

- Names of subsidiaries which are yet to commence operations :Nil
- Names of subsidiaries which have been liquidated or sold during the year :Nil
- The financial statements are as on March 31, 2021
- ICRA Limited has established ICRA Employees Welfare Trust ("Trust") . The object of the Trust is defined in the trust deed. The Trust holds 31,950 equity shares of ICRA Limited, as on March 31, 2021.

\*Including other operating income

\*\*Investments in equity shares of ICRA Limited

## Notice

Notice is hereby given that the **Thirtieth** Annual General Meeting of the Members of **ICRA Limited** (the “**Company**”) will be held on Thursday, July 29, 2021, at 3:30 p.m. (IST) through Video Conferencing (“**VC**”)/Other Audio Visual Means (“**OAVM**”), to transact the following business(s):

### ORDINARY BUSINESS

1. To receive, consider and adopt:
  - a. the audited standalone financial statements of the Company for the financial year ended March 31, 2021 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, 2021 and the report of the Auditors thereon.
2. To declare dividend of Rs. 27 per share on the equity shares for the financial year ended March 31, 2021.
3. To appoint a Director in place of Mr. David Brent Platt (DIN: 08424532), who retires by rotation, and being eligible, offers himself for reappointment.

### SPECIAL BUSINESS

4. To appoint Ms. Wendy Huay Huay Cheong (DIN: 08927070) as a Non-Executive and Non-Independent Director of the Company and to consider and, if thought fit, to pass, the following resolutions as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, Ms. Wendy Huay Huay Cheong (DIN: 08927070) who was appointed as an Additional Director with effect from November 6, 2020 by the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, and who holds the office till the date of ensuing Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 be and is hereby appointed as Non-Executive and Non-Independent Director of the Company, liable to retire by rotation.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary and incidental to give effect to the aforesaid resolution and delegate the aforesaid powers to any Director or Officer of the Company as may be deemed necessary in the best interest of the Company.”

5. To approve the continuation of Mr. Arun Duggal (DIN: 00024262) as a Non-Executive and Independent Director of the Company and to consider and, if thought fit, to pass, the following resolutions as a **Special Resolution**:

**“RESOLVED THAT** pursuant to Regulation 17(1A) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendments, modifications, variation and re-enactments thereof, and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, approval of the Members of the Company be and is hereby accorded for the continuation of directorship of Mr. Arun Duggal (DIN: 00024262) as a Non-Executive and Independent Director of the Company, even after attaining the age of seventy-five years, upto his present term as an Independent Director, i.e. November 10, 2024, on the existing terms and conditions.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary and incidental to give effect to the aforesaid resolution and delegate the aforesaid powers to any Director or Officer of the Company as may be deemed necessary in the best interest of the Company.”

6. To pay Commission and/or remuneration to Non-Executive Directors, including Independent Directors of the Company, and to consider and, if thought fit, to pass, the following resolutions as an **Ordinary Resolution**:



**“RESOLVED THAT** pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, as amended from time to time, and in partial modification to the resolution passed in the Twenty-Fifth Annual General Meeting of the Members of ICRA Limited (the “Company”) held on August 11, 2016, approval of the Members be and is hereby accorded for payment of a sum not exceeding 1% of the net profits of the Company for each financial year computed in the manner as specified under Section 198 of the Companies Act, 2013 to the non-executive Directors of the Company including Independent Directors (other than Managing Director and Whole-time Directors) in such amount or proportion and in such manner and in all respects as may be determined and recommended by the Nomination and Remuneration Committee and approved by the Board of Directors and such payment shall be made with respect to profits of the Company for each year, for a period of 5 (five) years, commencing from April 1, 2021.

**“RESOLVED FURTHER THAT** pursuant to the provisions of Sections 197, 198, and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the Companies Act 2013, and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the non-executive Directors of the Company including Independent Directors (other than Managing Director and Whole-time Directors), in case the Company has no profits or the profits of the Company are inadequate during the period of 5 years, effective from April 1, 2021, be paid such remuneration within the limits specified under Section 197 and Schedule V of the Companies Act, 2013.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary and incidental to give effect to the aforesaid resolution.”

By Order of the Board of Directors  
For ICRA Limited

(S. Shakeb Rahman)  
Company Secretary & Compliance Officer  
F7854

Place: Gurugram  
Date: May 6, 2021  
CIN: L74999DL1991PLC042749  
Registered Office:  
B-710, Statesman House,  
148, Barakhamba Road, New Delhi-110 001  
Telephone No.: +91.11.23357940-45  
Website: www.icra.in  
Email ID: investors@icraindia.com

## Notes

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020 and January 13, 2021 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the "Act"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the 30<sup>th</sup> AGM of the Company is being held through VC / OAVM. Hence, Members can attend and participate in the 30<sup>th</sup> AGM through VC/OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the 30<sup>th</sup> AGM 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. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with.
3. Pursuant to the MCA Circular, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM, hence the Proxy Form and Attendance Slip are not annexed to this Notice. In pursuance of Section 112 and Section 113 of the Act, representatives of the Members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through E-voting.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the 30<sup>th</sup> AGM through VC/OAVM will be made available to at least 1,000 Members on first come first served basis. This will not include large shareholders (Members holding 2% or more shares), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the 30<sup>th</sup> AGM without restriction on account of first come first served basis.
5. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Institutional/Corporate Members (i.e. other than individuals/Hindu Undivided Family ("HUF"), Non-Resident Indian ("NRI"), etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorisation etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote E-voting. The said Resolution/Authorisation shall be sent to the Scrutiniser by email through its registered email address to [asa.corporateadvisors@gmail.com](mailto:asa.corporateadvisors@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
7. The explanatory statements pursuant to Section 102 of the Act, in respect of Special Business proposed under item no. 4, 5 and 6 above, are annexed hereto and form a part of this Notice.
8. The relevant details, pursuant to Regulations 26(4) and 36(3) of Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at the AGM are also annexed hereto and form a part of this Notice as Annexure A.
9. 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.](#)
10. In compliance with the MCA Circulars and the Securities and Exchange Board of India ("SEBI") Circulars dated May 12, 2020 and January 15, 2021, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company's Registrar and Share Transfer Agent/Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the

Company's website viz. [www.icra.in](http://www.icra.in), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively. The Notice of the AGM will also be disseminated on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

11. 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 send the said documents in the physical form whose email IDs are not available with the Company and to such Members who request delivery of the said documents in the physical form.
12. 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.
13. 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 to enable the Company to keep the information ready.
14. 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, 2021 are available on the website [www.icra.in](http://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.
15. 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.
16. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, July 24, 2021 to Wednesday, July 28, 2021 (both days inclusive) for determining the names of Members eligible to receive the dividend declared, if any, on the equity shares of the Company.
17. 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 Friday, July 23, 2021 ("Record Date"), and to all those Members whose names appear as beneficial owners as per the details furnished by National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") on the close of business hours as on that date.
18. Those Members who have not yet encashed/claimed the dividend of the Company for any/all of the financial years, 2013-14, 2014-15, 2015-16, 2016-17, 2017-18, 2018-19 and 2019-20 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 2013-14 to 2019-20 as on March 31, 2021 are as under:

Dividend for the financial year	Unclaimed/Unpaid Dividend as on March 31, 2021 (Rs.)	Due date of transfer to Investor Education and Protection Fund
2013-14	1,38,092.00	September 19, 2021
2014-15	1,04,904.00	September 15, 2022
2015-16	1,11,775.22	September 12, 2023
2016-17	1,67,399.83	September 5, 2024
2017-18	2,24,909.74	September 12, 2025
2018-19	1,98,090.00	November 11, 2026
2019-20	2,35,321.00	October 28, 2027

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, 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.

19. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of Members w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to Members at the prescribed rates. For the prescribed rates for various categories, the Members are requested to refer to the Finance Act, 2021 and amendments thereof. The Members are requested to update their PAN with the Registrar and Share Transfer Agent of the Company, Link Intime India Private Limited (in case of shares held in physical mode) and Depositories (in case of shares held in demat mode).
20. A resident individual Member with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to delhi@linkintime.co.in by 11:59 p.m. IST on Friday, July 23, 2021. Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.
21. Non-resident Members can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to delhi@linkintime.co.in. The aforesaid declarations and documents need to be submitted by the Members by 11:59 p.m. IST on Friday, July 23, 2021.

## 22. Voting through electronic means

1. In compliance with Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, 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 30<sup>th</sup> AGM of the Company. The Company has engaged the services of NSDL to provide E-voting facility. The facility of casting votes by the Member using remote E-voting as well as the E-voting system on the date of the AGM will be provided by NSDL.

- I. The E-voting facility is available at the link [https:// www.evoting.nsdl.com](https://www.evoting.nsdl.com).
- II. The E-voting Event Number (EVEN) is as under:

EVEN	116148
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### II. The remote E-voting facility will be available during the following voting period:

Commencement of E-voting	End of E-voting
Monday, July 26, 2021 (9:00 a.m. IST)	Wednesday, July 28, 2021 (5:00 p.m. IST)

#### IV. The instructions for E-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

##### Step 1 : Access to NSDL e-Voting system





##### Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

Details on Step 1 is mentioned below:

#### A. Login method for E-voting and joining virtual meeting for individual Members holding securities in demat mode

In terms of the Securities and Exchange Board of India (“SEBI”) circular dated December 9, 2020 on E-voting facility provided by listed companies, individual members holding securities in demat mode are allowed to vote through their demat account maintained with the depositories and depository participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access E-voting facility.

Login method for individual Members holding securities in demat mode is given below:

Type of members	Login method
Individual members holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see E-voting services under value added services. Click on “Access to e-Voting” under E-voting services you will be able to see E-voting page. Click on company name or E-voting service provider name and you will be re-directed to E-voting service provider website for casting your vote during the remote E-voting period or joining virtual meeting and voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the E-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a personal computer or on a mobile. Once the home page of E-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a verification code as shown on the screen. After successful authentication, you will be redirected to NSDL depository site wherein you can see E-voting page. Click on company name or E-voting service provider name and you will be redirected to E-voting service provider website for casting your vote during the remote E-voting period or joining virtual meeting and voting during the meeting.</li> <li>Shareholders/members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>

Type of members	Login method
Individual members holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi/Easiest, they can login through their user id and password. Option will be made available to reach E-voting page without any further authentication. The URL for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E-voting menu. The menu will have links of E-voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access E-voting page by providing demat account number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered mobile and email as recorded in the demat account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the E-voting is in progress.</li> </ol>
Individual members (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your depository participant registered with NSDL for E-voting facility. Upon logging in, you will be able to see E-voting option. Click on E-voting option, you will be redirected to NSDL Depository site after successful authentication, wherein you can see E-voting feature. Click on company name or E-voting service provider name and you will be redirected to E-voting service provider website for casting your vote during the remote E-voting period or joining virtual meeting and voting during the meeting.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password options available at abovementioned website.

**Helpdesk for Individual members holding securities in demat mode for any technical issues related to login through depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**B. Login method for members other than individual members holding securities in demat mode and members holding securities in physical mode.**

**How to Log-in to NSDL E-voting website?**

- Visit the E-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of E-voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
- A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on E-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for E-voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL E-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Click on "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of E-voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically and join general meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and general meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote E-voting period and casting your vote during the general meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for Members**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to [asa.corporateadvisors@gmail.com](mailto:asa.corporateadvisors@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions ("FAQs") for Members and E-voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or [SoniS@nsdl.co.in](mailto:SoniS@nsdl.co.in) or at telephone nos.:- +91 22 24994545, +91 22 24994559, who will also address the grievances connected with voting by electronic means.

**V. The instructions for E-voting during the AGM are as under:**

- (i) The procedure for E-voting on the day of the AGM is same as the instructions mentioned above for remote E-voting.
- (ii) Only those Members who will be present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote E-voting and are otherwise not barred from doing so, shall be eligible to vote through E-voting system in the AGM.
- (iii) Members who have voted through remote E-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- (iv) The details of the person who may be contacted for any grievances connected with the facility for E-voting on the day of the AGM shall be the same person mentioned for remote E-voting.



**VI. Process for obtaining login credentials by Members whose email addresses are not registered with Depositories:**

- (i) In case shares are held in physical form please provide folio no., name of the Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited at delhi@linkintime.co.in.
- (ii) In case shares are held in dematerialised form, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), name, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to delhi@linkintime.co.in. If you are an individual Member holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for E-voting and joining virtual meeting for individual Members holding securities in demat mode.
- (iii) Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by listed companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

- VII. The remote E-voting period commences on Monday, July 26, 2021 (9:00 a.m. IST) and ends on Wednesday, July 28, 2021 (5:00 p.m. IST). During this period Members of the Company, holding shares either in physical form or in dematerialised form, as at close of business hours on Friday, July 23, 2021 ('cut-off date'), may cast their vote electronically. The E-voting module shall also be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- VIII. The voting rights of Members shall be in proportion to the paid-up value of their shares in the equity share capital of the Company as on close of business hours on, Friday, July 23, 2021 ('cut-off date').
- IX. Since the Company is required to provide Members a 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 23, 2021 and not casting their vote through remote E-voting, may only cast their vote during the AGM.
- X. Mr. Sachin Agarwal (Membership No. FCS 7715), Proprietor of M/s A. Sachin & Associates, Company Secretaries, Mobile No. 9871790055 e-mail Id: asa.corporateadvisors@gmail.com, has been appointed as the Scrutiniser to scrutinise the e-voting during the AGM and remote E-voting process in a fair and transparent manner.
- XI. The Scrutiniser, after scrutinizing the voting through E-voting / remote E-voting at AGM and through remote E-voting, shall within the statutory/regulatory timelines from the conclusion of the AGM, make a consolidated Scrutiniser's Report of the votes cast in favour of or against, if any, forthwith submit the same to the Chairman of the meeting or a person authorised by him in writing. The Chairman or the authorised person shall declare the results forthwith.
- XII. The results declared along with the Scrutiniser's Report immediately shall be placed on the Company's website www.icra.in and on the website of NSDL and shall also be displayed on the notice board at the registered and corporate office of the Company and simultaneously be communicated to the BSE Limited and the National Stock Exchange of India Limited. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour of the resolutions.

### **23. Instruction for Members attending AGM through VC/OAVM**

- I. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General Meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for E-voting or have forgotten the User ID and Password may retrieve the same by following the remote E-voting instructions mentioned in the notice to avoid last minute rush.
- II. Members are encouraged to join the AGM through laptops for better experience.
- III. Further Members will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
- IV. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable wi-fi or local area network (LAN) connection to mitigate any kind of aforesaid glitches.
- V. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their Name, DP ID and Client ID/ Folio Number, PAN, Mobile Number at [investors@icraindia.com](mailto:investors@icraindia.com) atleast 48 hours before the start of the AGM. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- VI. Members who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number to [investors@icraindia.com](mailto:investors@icraindia.com). The same will be replied by the Company suitably.

### **24. Since the AGM will be held through VC/OAVM, the route map is not annexed to this Notice.**

- 25.** 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 30<sup>th</sup> Annual General Meeting of the Company and also at the AGM. The Register of Directors and Key Managerial Personnel and their shareholding, and Register of Contracts or Arrangements in which Directors are interested, including certificate from the Auditors of the Company under Regulation 13 of SEBI (Share Based Employee Benefits) Regulations, 2014, if any, shall be available electronically for inspection by the Members during the AGM and during office hours on all working days up to the date of AGM. For any further update, please refer Investors section of the Company's website, [www.icra.in](http://www.icra.in) .

## Explanatory Statement

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

### Item No. 4

Ms. Wendy Huay Huay Cheong is an Additional Director of the Company under the category Non-Independent and Non-Executive Director.

Ms. Cheong is the Managing Director-Regional Head of Asia Pacific for Moody's Investors Service (MIS), based in Hong Kong. In this role, Ms. Cheong is responsible for developing and supporting Moody's growth strategy in both developed and emerging markets in the region. Ms. Cheong is the senior representative for Moody's in Asia Pacific and she is responsible for managing regional operations, overseeing policy and regulatory outreach, coordinating Moody's global initiatives, and providing oversight and coordination of affiliates, joint ventures and MIS domestic market strategies in the region.

Ms. Cheong joined Moody's in 2010 and has held various senior positions, including Chief of Staff to the President of Moody's Investors Service; Representative Director for MIS in Hong Kong, while also serving as Senior Vice President – Head of APAC Strategy & Business Management; and Director and Senior Product Strategist at Moody's Analytics.

Ms. Cheong founded the Moody's Women's Employee Resource Group in Asia Pacific and holds leadership roles in several external women in finance organisations, including 100 Women in Finance and the Women in Finance Association of the Asia Securities Industry and Financial Markets Association (ASIFMA).

Before joining Moody's, Ms. Cheong held senior strategy, sales and marketing positions at Prudential PLC, as well as at Singapore Telecoms in Hong Kong and Singapore. She holds a BA in Southeast Asian Studies and Political Science from the National University of Singapore.

The Board of Directors of the Company appointed Ms. Cheong as an Additional Director, effective from November 6, 2020. As per the provisions of Section 161 of the Companies Act, 2013, Ms. Cheong holds office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing under Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director liable to retire by rotation. Ms. Cheong is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. Ms. Cheong is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

The Nomination and Remuneration Committee of your Company has considered the candidature of Ms. Cheong and recommended the appointment of Ms. Cheong as a Director of the Company, liable to retire by rotation.

With Ms. Cheong joining as Director, the Company would be benefited from her extensive experience and expertise.

Ms. Cheong does not hold any shares in the Company. None of the Directors and Key Managerial Personnel of the Company or their relatives, except Ms. Cheong, is in any way concerned or interested in this Resolution. Details regarding Ms. Cheong have been presented in the Annexure-A to the accompanying Notice.

The Board of Directors of your Company is of the opinion that the appointment of Ms. Cheong would be beneficial to the Company and hence recommends the Ordinary Resolution as set out at Item no. 4 for approval of the Members of the Company.

**Item No. 5**

Mr. Arun Duggal (DIN: 00024262) was appointed as an Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 (the **"Act"**) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**). Mr. Duggal holds office in the second term as Independent Director of the Company up to November 10, 2024 in line with the explanation to Sections 149(10) and 149(11) of the Act. Regulation 17(1A) of the Listing Regulation prescribes that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person. As Mr. Duggal is going to attend the age of seventy-five years on September 30, 2021, therefore, a special resolution is required to be passed for his continuation as an Independent Director upto November 10, 2024. The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Mr. Duggal, has recommended continuation of Mr. Duggal as Independent Directors upto the term of his appointment on the Board of the Company. The performance evaluation of Mr. Duggal was done during each year of his tenure.

The evaluation process broadly consists of the following parameters: -

1. time devoted by each of the Board members in attending and preparing for the Board meetings and to the affairs of the Company;
2. core competencies;
3. personal characteristics;
4. accomplishment of specific responsibilities and expertise;
5. contributions at Board /committee meetings;
6. roles played other than at meetings;
7. ability to contribute to and monitor statutory corporate governance practices;
8. ability to contribute by introducing international best practices to address top-management issues;
9. active participation in long-term strategic planning;
10. commitment to the fulfillment of Director's obligation and fiduciary responsibilities - this includes participation and attendance;
11. guidance provided to the Senior Management and Board members;
12. integrity and maintenance of confidentiality;
13. independence of behaviour and judgment; and
14. compliance and adherence to the Code of Conduct applicable to them.

The Board of Directors, based on the performance evaluation of Mr. Duggal and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background, experience and contributions made by him during his tenure, the continued association of Mr. Duggal would be beneficial to the Company and it is desirable to continue to avail his service as an Independent Director. Accordingly, the Board of Directors in its meeting held on May 6, 2021, approved the proposal for continuation of Mr. Duggal as an Independent Director even after attaining the age of seventy-five years, upto the expiry of his present term as an Independent Director, i.e. November 10, 2024, on the existing terms and conditions.

Mr. Duggal is not disqualified from being appointed as Director in terms of Section 164 of the Act. Mr. Duggal is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

The Company has also received declaration from Mr. Duggal that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Regulation 16 (1) (b) of the Listing Regulations.

In the opinion of the Board, Mr. Duggal fulfils the conditions for continuation as an Independent Director as specified in the Act and rules made thereunder and the Listing Regulations.

Mr. Duggal is independent of the management.

Copy of letter of appointment of Mr. Duggal, setting out the terms and conditions of appointment, is available for inspection by the Members at the registered office of the Company.

Mr. Duggal is interested in the resolutions set out at Item No. 5 of the Notice with regard to the proposal for continuation as Independent Director of the Company.

The relatives of Mr. Duggal may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members of the Company.

#### **Item No. 6**

Section 197 of the Companies Act, 2013 permits payment of profit related commission to Non-Executive Directors, including Independent Directors, as approved by the members of the Company. Further, pursuant to Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Board of Directors shall recommend all fees or compensation, if any, paid to Non-Executive Directors, including Independent Directors, and the same shall also require approval of shareholders in general meeting.

The members of the Company at their meetings held on July 29, 2008, on August 3, 2012, and on August 11, 2016, accorded approval for payment of remuneration by way of Commission to Non-Executive Directors of the Company of an aggregate amount not exceeding 1% of the net profits of the Company, for each financial year or part thereof computed in the manner specified under erstwhile Companies Act, 1956 and/or Companies Act, 2013. This approval was initially granted by the members for a period of five financial years with effect from 2007-08 and subsequently reaffirmed for another five financial years with effect from 2012-13 and from 2017-18; the approval is valid up to the financial year 2021-22.

Pursuant to amendments made to Sections 149 and 197 of the Companies Act, 2013, the companies are allowed to pay remuneration to non-executive directors, including independent directors, and in case of inadequacy of profits such remuneration may be paid within the limits specified under Section 197 and Schedule V of the Companies Act, 2013, therefore, approval is sought from members for renewal of the resolution for a further period of 5 years commencing from April 1, 2021 and in case the Company has no profits or the profits of the Company are inadequate during the period of 5 years, effective from April 1, 2021, the non-executive directors, including independent directors be paid a remuneration within the limits specified under Section 197 and Schedule V of the Companies Act, 2013.

The Company has been greatly benefiting from the valuable inputs provided by the Non-Executive Directors including Independent Directors. Considering the rich experience and expertise brought to the Board by the Non-Executive Directors including Independent Directors, it is proposed that, remuneration not exceeding 1% of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013 and in case the Company has no profits or the profits of the Company are inadequate during the period of 5 years, effective from April 1, 2021, such remuneration within the limits specified under Section 197 and Schedule V of the Companies Act, 2013, be paid to the Non-Executive Directors including Independent Directors for a further period of five years commencing from April 1, 2021 in accordance with the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company. The Nomination and Remuneration Committee will determine each year the specific amount to be paid as commission to the Non-Executive Directors including Independent Directors, and recommend it to the Board of Directors for its approval, which shall not exceed 1% of the net profits of the Company of each financial year calculated in accordance with the provisions of Section 198 of the Companies Act, 2013 or in case of no profits or the profits of the Company are inadequate, it shall be paid within the limits specified under Section 197 and Schedule V of the Companies Act, 2013. Such payment will be in addition to the sitting fees for attending Board/Committee meetings.

Details of commission and sitting fees paid to Non-Executive Directors including Independent Directors during the Financial Year 2020-21 is provided in the Corporate Governance Report.

None of the Directors, Key Managerial Personnel or their respective relatives, except all of the Non-Executive Directors including Independent Directors of the Company to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 6 of the notice. The Board of Directors of your Company recommends the Ordinary Resolution as set out at Item No. 6 for approval by the Members of the Company.

By Order of the Board of Directors  
For ICRA Limited

**(S. Shakeb Rahman)**  
Company Secretary & Compliance Officer  
F7854

Place: Gurugram  
Date: May 6, 2021  
CIN: L74999DL1991PLC042749  
Registered Office:  
B-710, Statesman House,  
148, Barakhamba Road, New Delhi-110 001  
Telephone No.: +91.11.23357940-45  
Website: www.icra.in  
Email ID: investors@icraindia.com

**Annexure - A**

**Details of each Director seeking reappointment/appointment at the Thirtieth Annual General Meeting pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings**

**Profile**



Mr. David Brent Platt is a Non-Executive Director of ICRA Limited. Mr. Platt currently serves as SVP & Chief Strategy Officer for Moody's Corporation, with responsibility for Corporate Development, Global Communications and Moody's CSR activities. Previously, Mr. Platt served as Managing Director and Head of Corporate Development for Moody's from January 2013 to November 2018.

Prior to joining Moody's, Mr. Platt provided M&A and corporate finance advisory services to clients, including Moody's, from 2010 to 2012. Previously, he served as a Managing Director in the M&A Group at Deutsche Bank from 2007 to 2009, advising companies and boards across a range of industries. Prior to Deutsche Bank, Mr. Platt served as a Managing Director in the M&A Group at Bank of America and held similar roles in the M&A Groups at Citigroup and Donaldson, Lufkin & Jenrette from 1997 to 2007. From 1992 to 1997, Mr. Platt was a Senior Investment Analyst in the Money Market Fixed Income Division at Fidelity Investments where his responsibilities included credit risk assessment, setting of exposure limits and investment oversight for a broad range of corporate and municipal credits as well as structured products.

Mr. Platt holds an M.B.A. from the University of Chicago, a B.A. from the University of California, Berkeley in Political Economies of Industrialised Societies and earned the CFA designation.

Ms. Wendy Huay Huay Cheong is an Additional Director of ICRA Limited under the category of Non-Executive, Non-Independent Director.

Ms. Cheong is Managing Director-Regional Head of Asia Pacific for Moody's Investors Service (MIS), based in Hong Kong. In this role, Ms. Cheong is responsible for developing and supporting Moody's growth strategy in both developed and emerging markets in the region. Ms. Cheong is the senior representative for Moody's in Asia Pacific and she is responsible for managing regional operations, overseeing policy and regulatory outreach, coordinating Moody's global initiatives, and providing oversight and coordination of affiliates, joint ventures and MIS domestic market strategies in the region.

Ms. Cheong joined Moody's in 2010 and has held various senior positions, including Chief of Staff to the President of Moody's Investors Service; Representative Director for MIS in Hong Kong, while also serving as Senior Vice President – Head of APAC Strategy & Business Management; and Director and Senior Product Strategist at Moody's Analytics.

Ms. Cheong founded the Moody's Women's Employee Resource Group in Asia Pacific and holds leadership roles in several external women in finance organisations, including 100 Women in Finance and the Women in Finance Association of the Asia Securities Industry and Financial Markets Association (ASIFMA).

Mr. Arun Duggal is the Non-Executive Chairman and an Independent Director of ICRA Limited. He is also a Visiting Professor at the Indian Institute of Management, Ahmedabad where he teaches a course on Venture Capital, Private Equity and Business Ethics. He is an experienced international Banker and has advised companies and financial institutions on Financial Strategy, M&A and Capital Raising.

He is on the Boards of ITC Limited, Star Health & Allied Insurance Co. Ltd, Jubilant Pharma Limited, Singapore and IIT Delhi Endowment Management Foundation.

Mr. Duggal had a 26 years career with Bank of America, mostly in the U.S., Hong Kong and Japan. His last assignment was as Chief Executive of Bank of America in India from 1998 to 2001. He is an expert in international finance and from 1981-1990 he was head of Bank of America's (oil & gas) practice handling relationships with companies like Exxon, Mobil, etc. From 1991-94 as Chief Executive of BA Asia Limited, Hong Kong he looked after Investment Banking activities for the Bank in Asia. In 1995, he moved to Tokyo as the Regional Executive, managing Bank of America's business in Japan, Australia and Korea.

Mr. Duggal is involved in several initiatives in social and education sectors. Mr. Duggal is the founder of "Centre of Excellence for Research on Clean Air (CERCA)" at Indian Institute of Technology, Delhi, India. He was

		<p>Before joining Moody's, Ms. Cheong held senior strategy, sales and marketing positions at Prudential PLC, as well as at Singapore Telecoms in Hong Kong and Singapore. She holds a BA in Southeast Asian Studies and Political Science from the National University of Singapore.</p>	<p>erstwhile Chairman of the American Chamber of Commerce, India.</p> <p>He is the founder of Women on Corporate Boards program in India under which high potential women are mentored individually by Corporate Leaders to prepare them for Board careers. Women from this program are serving on over 200 corporate Boards.</p> <p>Mr. Duggal is also the Chairman of the Board of Advisor of COVID-19 Healthcare Professional (CHP) initiative to connect healthcare professionals with hospitals requiring their services for treating COVID-19 patients.</p> <p>Mr. Duggal is also the Chairman of Indian Institute of Technology Delhi Endowment Fund. IITD Endowment Fund is India's first alumni endowment fund by an educational institute.</p> <p>Mr. Duggal is a Trustee of Chennai Mathematical Institute (CMI). CMI is a Centre of Excellence for Teaching and Research in Mathematical Sciences.</p> <p>A Mechanical Engineer from the prestigious Indian Institute of Technology, Delhi, Mr. Duggal holds an MBA from the Indian Institute of Management, Ahmedabad (recipient of Distinguished Alumnus Award).</p>
<b>Name of Director</b>	<b>Mr. David Brent Platt</b>	<b>Ms. Wendy Huay Huay Cheong</b>	<b>Mr. Arun Duggal</b>
<b>Date of Birth and Age</b>	June 9, 1966; 54 years	October 24, 1977; 43 years	October 1, 1946; 74 years
<b>Relationship with other Directors <i>inter se</i></b>	None	None	None
<b>First Date of Appointment</b>	April 30, 2019	November 6, 2020	November 11, 2014
<b>Expertise in Specific Functional Areas</b>	Merger and Acquisition and Corporate Finance; and General Management	Strategy and General Business Management	International Banking, Financial Management and Corporate Governance
<b>Qualifications</b>	M.B.A. from the University of Chicago; B.A. from the University of California, Berkeley in Political Economies of Industrialised Societies and earned the CFA designation	BA in Southeast Asian Studies and Political Science from the National University of Singapore.	Mechanical Engineer from Indian Institute of Technology, Delhi; MBA from Indian Institute of Management, Ahmedabad
<b>No. of Equity Shares held in the Company</b>	Nil	Nil	Nil



<b>List of Other Companies/ bodies corporate (including listed entities) in which Directorships are held</b>	<ul style="list-style-type: none"> <li>• Moody’s Risk Assessments, Inc.</li> <li>• Moody’s Risk Assessment Holdings, LLC</li> <li>• Moody’s Holdings NL B.V.</li> <li>• Moody’s Group NL B.V.</li> </ul>	<ul style="list-style-type: none"> <li>• Korea Investors Service, Inc.</li> <li>• Malaysian Rating Corporation Berhad</li> <li>• Moody’s Credit Ratings (China) Limited</li> <li>• Moody’s Investors Service Hong Kong Limited</li> <li>• Moody’s Investors Service Pty Limited</li> <li>• Moody’s (Japan) K.K.</li> <li>• Moody’s SF Japan K.K.</li> <li>• Moody’s Group Australia Pty Ltd</li> <li>• Moody’s China (BVI) Limited</li> <li>• Moody’s Asia Pacific Limited</li> <li>• Moody’s Company Hong Kong Limited</li> <li>• Moody’s Singapore Pte Ltd</li> <li>• Moody’s Investors Service (Korea) Inc.</li> <li>• Moody’s Investors Service Singapore Pte. Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>• ITC Limited</li> <li>• Jubilant Pharma Limited, Singapore</li> <li>• Star Health and Allied Insurance Company Limited</li> <li>• IIT Delhi Endowment Management Foundation</li> </ul>
<b>List of Committees of the Board of Directors (across all companies/ bodies corporate) in which Chairmanship/ Membership is held**</b>	<p><b>None</b></p>	<p><b>Member</b></p> <ul style="list-style-type: none"> <li>• Audit Committee of ICRA Limited</li> </ul>	<p><b>Chairman</b></p> <ul style="list-style-type: none"> <li>• Audit Committee of ITC Limited</li> </ul> <p><b>Member</b></p> <ul style="list-style-type: none"> <li>• Audit Committee of ICRA Limited</li> <li>• Audit Committee of Jubilant Pharma Limited</li> </ul>

\*\*Pursuant to Regulation 26(1)(b) of the Listing Regulations, 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 2020-21 and remuneration drawn in respect of Mr. David Brent Platt, Ms. Wendy Huay Huay Cheong, and Mr. Arun Duggal, if any, please refer to the corporate governance report of the Company.

## **ICRA ANALYTICS LIMITED**

(formerly ICRA Online Limited)

### **KOLKATA**

(Registered Office)

Infinity Benchmark,  
17<sup>th</sup> Floor, Plot No. G-1,  
Bock GP, Sector V, Salt Lake,  
Kolkata - 700091, India  
Tel.: 91-33-40170100

(Corporate Office)

Infinity Benchmark,  
17<sup>th</sup> & 18<sup>th</sup> Floor, Plot No. G-1,  
Bock GP, Sector V, Salt Lake,  
Kolkata - 700091, India  
Tel.: 91-33-40170100

### **NOIDA**

Ground Floor, B&B Genesis, A-12/13  
Sector 16, Noida  
Uttar Pradesh - 201301, India  
Tel.: +91-120 4279043

### **MUMBAI**

Unit No. 1102, 1103, 1104  
11<sup>th</sup> Floor, 'B' Wing  
Kanakia Wallstreet  
Andheri-Kurla Road  
Chakala, Andheri (East)  
Mumbai - 400093, India  
Tel.: 91-22-61796300

### **CHENNAI**

Karumuttu Centre, 5<sup>th</sup> Floor  
634, Anna Salai, Nandanam  
Chennai - 600035, India  
Tel.: 91-44-45964300

<https://icraanalytics.com/>

## **PRAGATI DEVELOPMENT CONSULTING SERVICES LIMITED**

### **NEW DELHI**

(Registered Office)

B-710, Statesman House  
148, Barakhamba Road  
New Delhi - 110001, India  
Tel: +91-11-23357940

### **NOIDA**

(Corporate Office)

Ground Floor, B&B Genesis, A-12/13  
Sector 16, Noida  
Uttar Pradesh - 201301, India  
Tel.: +91-120 4279043



# ICRA

A MOODY'S INVESTORS  
SERVICE COMPANY

## ICRA LIMITED

### NEW DELHI

(Registered Office)

B-710, Statesman House  
148, Barakhamba Road  
New Delhi - 110001, India  
Tel.: +91-11-23357940

### GURUGRAM

(Corporate Office)

Building No. 8, 2nd Floor, Tower A  
DLF Cyber City, Phase II  
Gurugram - 122002, Haryana, India  
Tel.: 91-124-4545300

### MUMBAI

Electric Mansion, 3rd & 4th Floor  
Appasaheb Marathe Marg, Prabhadevi  
Mumbai - 400025, India  
Tel.: 91-22-61693300

### KOLKATA

FMC Fortuna,  
A-10 & 11, 3rd Floor  
234/3A, A.J.C. Bose Road  
Kolkata - 700020, India  
Tel.: 91-33-71501100/1101

### CHENNAI

Karumuttu Centre, 5th Floor  
634, Anna Salai, Nandanam  
Chennai - 600035, India  
Tel.: 91-44-45964300

## BENGALURU-1

The Millenia, Tower-B  
Unit No.1004, 10th Floor  
1 & 2 Murphy Road, Ulsoor  
Bengaluru - 560008, India  
Tel.: 91-80-43326400

## BENGALURU-2

2nd Floor, Vayudooth Chamber  
Trinity Circle  
15-16, M.G. Road  
Bengaluru - 560001, India  
Tel.: 91-80-49225500

## AHMEDABAD

18th Floor, Unit No. 1809, 1810  
And 1811, Shapath-V, Opposite  
Karnavati Club, S.G. Highway,  
Ahmedabad-380015, India

## HYDERABAD-1

4A, 4th Floor, SHOBHAN  
6-3-927/A&B Somajiguda  
Raj Bhavan Road  
Hyderabad - 500082, India  
Tel.: 91-40-40676500

## HYDERABAD-2

301 CONCOURSE, 3rd Floor  
Above SBI-HPS Branch  
No.7-1-58, Ameerpet  
Hyderabad - 500016, India  
Tel.: 91-40-49200200

## PUNE

5A, Symphony, 5th Floor  
S. No. 210, CTS 3202  
Range Hills Road, Shivajinagar  
Pune - 411020, India  
Tel.: 91-20-66069999  
[www.icra.in](http://www.icra.in)

## ICRA LANKA LIMITED

(Registered & Corporate Office)

10-02 East Tower  
World Trade Center  
Colombo1,  
Sri Lanka - 00100  
Tel.: 94-11-4339907  
Fax: 94-11-4235636  
[www.icralanka.com](http://www.icralanka.com)

## ICRA NEPAL LIMITED

(Registered & Corporate Office)

Sunrise Bizz Park, 6th Floor  
Dillibazar, Kathmandu, Nepal  
Tel.: 977-1-4419910/20  
[www.icranepal.com](http://www.icranepal.com)

## Jyotirgamaya

A thousand points of light, aims to build a high-performing team, leveraging the 1000+ people in ICRA, each of whom is a point of incandescent light who set high standards of excellence and integrity in their work. The 1000 points of light in ICRA is a beacon, not just for each other in the organisation but the industry as a whole.