

Date: June 12, 2021
SE/2021-22/12

To,

The National Stock Exchange India Ltd. Listing Department Exchange Plaza Bandra Kurla Complex Bandra (East) Mumbai 400 051 Scrip Code: CARERATING	The General Manager Corporate Relation Department BSE Limited Phiroza Jeejeebhoy Towers 14 th Floor, Dalal Street Mumbai 400 001 Scrip Code: 534804
--	--

Dear Sir/ Madam,

Sub: OUTCOME OF THE BOARD MEETING OF CARE RATINGS LIMITED HELD ON JUNE 12, 2021.

As per the requirement of Regulation 30 and Para A of Part A of Schedule III of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations), kindly note that the Board of Directors of Care Ratings Limited ('the Company') at its meeting held on Saturday, June 12, 2021 have inter alia:

1. Considered and approved Audited Standalone and Consolidated Financial Results for the quarter and financial year ended March 31, 2021. Copy of the financial results together with the Auditor's Report submitted by M/s. Khimji Kunverji & Co., Chartered Accountants, (ICAI FRN – 105146W), Statutory Auditors, have been enclosed;

In compliance with the provisions of Regulation 33(3)(d) of SEBI LODR Regulations, please note that M/s. Khimji Kunverji & Co., Chartered Accountants, Statutory Auditors, have issued their Audit Reports with unmodified opinion on the Standalone and Consolidated Financial Results of the Company for the year ended March 31, 2021.

2. Recommended, subject to the approval of shareholders, a final dividend of Rs. 6.00/- (Rupees Six only) per equity share of face value of Rs. 10/- (Rupees Ten only) each for the Financial Year 2020-21;



AM

CARE Ratings Ltd.

3. Considered and approved the re-constitution of Nomination & Remuneration Committee with immediate effect as under:

Sr No.	Name of Committee Member	Designation
1.	Ms. Sonal Gunvant Desai (Non-Executive & Independent Director)	Chairman
2.	Mr. Najib Shah (Non-Executive & Independent Director)	Member
3.	Mr. V. Chandrasekaran (Non-Executive & Non-independent Director)	Member

4. Considered and approved the appointment of Ms. Nehal Shah as the Company Secretary & Compliance Officer with effect from June 12, 2021, based on the recommendation of Nomination and Remuneration Committee. Mr. Haresh Swaminathan has stepped down as an Interim Compliance Officer with effect from June 12, 2021.

Brief profile including the terms of appointment of Ms. Nehal Shah has been annexed as '**Annexure-A**'.

5. Considered and approved the appointment of Mr. Jinesh Shah as the Chief Financial Officer of the Company with effect from June 12, 2021, based on the recommendation of Nomination and Remuneration Committee. Brief profile including his terms of appointment has been annexed as '**Annexure-B**'.
6. Considered the appointment of M/s B S R & Co. LLP, Chartered Accountants, (Firm Registration No. 101248W/W-100022) as the Statutory Auditors of the Company for a period of five years, based on the recommendation of Audit Committee, and which is subject to approval of shareholders. Brief profile including the terms of appointment of the Statutory Auditors has been annexed as '**Annexure-C**'.
7. Considered and noted the incorporation of Association of Indian Rating Agencies, where the Company has proposed to invest upto a sum of Rs. 52,500/- (Rupees Fifty Two Thousand Five Hundred only). Details of investment has been annexed as '**Annexure-D**'.



CARE Ratings Ltd.

8. Further, pursuant to the requirement under the Regulation 30(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following Key Managerial Personnel (KMP's) of the Company are authorized to determine materiality of an event or information and make disclosures to stock exchange(s):

Sr No.	Name of Key Managerial Personnel	Designation
1.	Mr. Ajay Mahajan	Managing Director & CEO
2.	Ms. Nehal Shah	Company Secretary & Compliance Officer
3.	Mr. Jinesh Shah	Chief Financial Officer

A single point of contact of the KMP's for the above purpose is as below:

Ms. Nehal Shah - Company Secretary & Compliance Officer

Address: 4th Floor, Godrej Coliseum, Somaiya Hospital Road,
Off Eastern Express Highway, Sion (East), Mumbai,
Maharashtra 400022

Email-id: Nehal.Shah@careratings.com

Contact details: +91-022- 6754 3456

The meeting of the Board of Directors of the Company commenced at 1.45 p.m. and concluded at 6.20 p.m.

The above information is also being made available on the Company's website i.e. www.careratings.com.

Please take note of the above.

Thanking you,

Yours faithfully,

For CARE Ratings Limited



Ajay Mahajan
Managing Director & CEO



Encl: As Above.

CARE Ratings Ltd.

ANNEXURE-A

Details of appointment of Ms. Nehal Shah as the Company Secretary & Compliance Officer (Key Managerial Personnel) of the Company

S. No.	Particulars	Information
1.	Reasons for appointment	Ms. Nehal Shah is appointed as the Company Secretary & Compliance Officer in view of resignation of Mr. Navin Kumar Jain.
2.	Date & Terms of appointment	<p>Date of Appointment: Appointment is effective from June 12, 2021.</p> <p>Terms of Appointment: As recommended by the Nomination & Remuneration Committee and agreed by the Board of Directors.</p>
3.	Brief Profile	<p>Ms. Nehal Shah is an accomplished professional with extensive experience of 17 years in the areas of Secretarial, Regulatory Compliance, Legal, Audit, AML and Governance Matter and Strategic Planning.</p> <p>Ms. Nehal has joined CARE from YES Asset Management (India) Limited Mumbai (An Asset Management Arm of YES Bank) where she worked as a Head - Compliance, Legal & Company Secretary. Prior to this, she also worked in local and global organizations like Deutsche Bank Group, Fidelity India, Aditya Birla Group.</p> <p>Ms. Nehal holds a bachelor's degree in Commerce from Mumbai University, Associate Company Secretary (ACS) from Institute of Company Secretaries of India, LLB from Mumbai University, Post-Graduation in Securities Laws from Government Law College, Mumbai.</p>
4.	Disclosure of relationships between directors/KMP	Ms. Nehal Shah is not related to any of the Directors or Key Managerial Personnel of the Company.



AM

CARE Ratings Ltd.

ANNEXURE-B

Details of appointment of Mr. Jinesh Shah as the Chief Financial Officer (CFO) & Key Managerial Personnel of the Company

S. No.	Particulars	Information
1.	Reasons for appointment	Mr. Jinesh Shah has been appointed as Chief Financial Officer (CFO) & Key Managerial Personnel in view of resignation of Mr. Bharat Adnani.
2.	Date & Terms of appointment	<p>Date of Appointment: Appointment is effective from June 12, 2021.</p> <p>Terms of Appointment: As recommended by the Nomination & Remuneration Committee and agreed by the Board of Directors</p>
3.	Brief Profile	<p>Mr. Jinesh is an accomplished professional with extensive experience of 20 years in the areas of Financial Management, Corporate Accounting, IFRS, Compliances, Budgets, and Tax Operations.</p> <p>He joins CARE from India Ratings and Research Private Limited where he worked as a Head – Finance, and Accounts. Jinesh also worked in organizations like Bramha Group of Companies, Hypo Real Estate Capital India Pvt Limited, ICICI Bank Limited, and Cornelius and Davar</p> <p>Mr. Jinesh holds a Bachelor's Degree in Commerce from Mumbai University, Chartered Accountant from Institute of Chartered Accountants of India, and IFRS from Institute of Chartered Accountants of India.</p>
4.	Disclosure of relationships between directors/KMP	Mr. Jinesh Shah is not related to any of the Directors or Key Managerial Personnel of the Company.



AM

CARE Ratings Ltd.

ANNEXURE-C

Details of appointment of M/s B S R & Co. LLP, Chartered Accountants, (Firm Registration No. 101248W/W-100022) as the Statutory Auditors of the Company

S. No.	Particulars	Information
1.	Reasons for appointment	<p>M/s. Khimji Kunverji & Co LLP Chartered Accountants, Statutory Auditors (existing Auditor) hold office until the conclusion of the ensuing Annual General Meeting.</p> <p>On conclusion of term of the existing Auditor, the Company shall be required appoint new Auditor as per the requirements of Section 139 of the Companies Act, 2013.</p> <p>Accordingly, based on the recommendation of the Audit Committee and subject to approval of the shareholders, it is proposed to appoint M/s. B S R & Co. LLP, Chartered Accountants (New Auditor) as the Statutory Auditors of the Company.</p>
2.	Date & Terms of appointment	<p>They shall hold term for a period of 5 years from the conclusion of ensuing Annual General Meeting upto the conclusion of 33rd Annual General Meeting.</p> <p>Terms of appointment including remuneration payable to the auditors shall be decided by the Board of Directors in consultation with the Audit Committee, from time to time.</p>
3.	Brief Profile	<p>B S R & Co. ('the firm') was constituted on 27 March 1990 having firm registration no. as 101248W. It was converted into limited liability partnership i.e. B S R & Co. LLP on 14 October 2013 thereby having a new firm registration no. 101248W/W-100022. The registered office of the firm is at 14th Floor, Central B Wing and North C Wing, NESCO IT Park 4, NESCO Center, Western Express Highway, Goregaon (East), Mumbai - 400063.</p> <p>B S R & Co. LLP is a member entity of B S R & Affiliates, a network registered with the Institute of Chartered Accountants of India. The other entities which are part of the B S R & Affiliates include B S R & Associates LLP, B S R & Company, B S R and Co, B S R and Associates, B S R and Company, B S S R & Co and B B S R & Co.</p>



CARE Ratings Ltd.

AM

		B S R & Co. LLP is registered in Mumbai, Gurgaon, Bangalore, Kolkata, Hyderabad, Pune, Chennai, Chandigarh, Ahmedabad, Vadodara, Noida, Jaipur and Kochi.
4.	Disclosure of relationships between directors/KMP	Not applicable



CARE Ratings Ltd.

ANNEXURE-D

Details of Investment in Association of Indian Rating Agencies (Non-profit Organization)

S. No.	Particulars	Information
1.	Name of the target entity, details in brief such as size, turnover etc.	<p>Name: Association of Indian Rating Agencies (CIN: U85300MH2021NPL360500)</p> <p>Details: It is a newly formed Non-profit Organization (NPO entity) with an Authorized Share Capital of Rs. 500,000/- and a paid-up capital of Rs. 105,000/-.</p>
2.	<p>Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired?</p> <p>If yes, nature of interest and details thereof and whether the same is done at “arms length”</p>	<p>Mr. Ajay Mahajan (MD & CEO) is the first Chairman of NPO entity. His Chairmanship shall be by rotation amongst the members of NPO entity.</p> <p>Apart from above, none of the Directors, Promoters of Key Managerial Personnel are interested in the NPO entity.</p>
3.	Industry to which the entity being acquired belongs	NPO entity is an association of the Rating Agencies
4.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	<p>The Company is a Credit Rating Agency (CRA) registered with SEBI. Last two years have been difficult and turbulent for the CRA industry. The industry has taken, along with regulators, several steps to enhance the standards of ratings, its disclosures standards and processes.</p> <p>However, the absence of a representative body in the industry has proved detrimental to confidence building amongst all stakeholders. Hence, NPO entity has been incorporated by few CRA's to meet the below minimum objectives, amongst others:</p> <ol style="list-style-type: none"> 1. To interact with SEBI and to represent to SEBI on all matters concerning the rating industry. 2. To represent to the Government of India and its Ministries and Departments, RBI and other bodies on all matters relating to the rating industry. 3. To disseminate information on rating industry and to undertake studies and research directly and/or in association with other bodies.



CARE Ratings Ltd.

AM

		<p>4. To develop and maintain cooperative efforts that promote interaction and exchange of ideas, information, knowledge and skills among credit rating agencies in India and that would enhance their capabilities and their role of providing reliable market information.</p> <p>5. To undertake activities aimed at promoting the adoption of best practices and common standards that ensure high quality and comparability of credit ratings across agencies, following the highest norms of ethics and professional conduct.</p>
5.	Brief details of any governmental or regulatory approvals required for the acquisition	<p>NPO entity has been incorporated on receipt of Certificate of Incorporation from the Registrar of Companies, Maharashtra, Mumbai.</p> <p>There is no further regulatory approval required for acquisition of shares of NPO entity.</p>
6.	Indicative time period for completion of the acquisition	The Company will be allotted Equity Shares on payment of share application money and shall subsequently receive Share Certificate(s).
7.	Nature of consideration - whether cash consideration or share swap and details of the same	Payment will be made by cash
8.	Cost of acquisition or the price at which the shares are acquired	Acquisition amount shall be based on nominal value of shares i.e. Rs. 10/- each
9.	percentage of shareholding / control acquired and / or number of shares acquired	<p>5,250 Equity Shares i.e 50% of initial shareholding of the NPO entity is proposed.</p> <p>The above ratio of no. of Equity Shares and/or percentage shall decline once other Credit Rating Companies become members of the NPO entity.</p>
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	NPO entity was incorporated on May 15, 2021 in India with a view to conduct activities as described in Point 4.

For CARE Ratings Limited

Ajay Mahajan

Ajay Mahajan
Managing Director & CEO



CARE Ratings Ltd.