

**July 31, 2025**

**BSE Limited**

Phiroze Jeejeebhoy Towers

Dalal Street

Mumbai 400001, India

**Scrip Code: 532835**

**National Stock Exchange of India Limited**

Exchange Plaza,

Plot no. C/1, G Block

Bandra-Kurla Complex

Bandra (East)

Mumbai - 400051, India

**Symbol: ICRA**

Dear Sir/Madam,

**Sub.: Summary of proceedings of 34th Annual General Meeting of ICRA Limited; commenced at 3:00 p.m. (IST) and concluded at 4:12 p.m. (IST)**

Pursuant to the provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("Listing Regulations"), this is to inform you that the 34th Annual General Meeting ("AGM") of ICRA Limited (the "Company") was held today, i.e., Thursday, July 31, 2025 at 3:00 p.m. (IST) through video conferencing in accordance with the applicable provisions of the Companies Act, 2013, circular(s) issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India ("SEBI") for transacting the business(es) as mentioned in the notice dated May 29, 2025 convening the AGM.

The AGM concluded at 4:12 p.m. (IST).

Please find enclosed summary of the proceedings of the AGM.

The above disclosure shall also be made available on the Company's website <https://www.icra.in/>

You are requested to take the above on record.

Regards,

Sincerely,

(S. Shakeb Rahman)

Company Secretary & Compliance Officer

Encl.: As above

### **Summary of proceedings of 34th Annual General Meeting of ICRA Limited**

The 34th Annual General Meeting (“AGM”) of the Members of ICRA Limited (the “**Company**”) was held on Thursday, the Thirty-First day of July 2025, through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), in compliance with the applicable provisions of the Companies Act, 2013 (the “**Act**”) and the rules made there under and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), and relevant circulars issued in this regard by the Ministry of Corporate Affairs (“MCA”) and the Securities and Exchange Board of India (“SEBI”), to transact the business(es) as contained in the notice of the AGM of the Company. The AGM commenced at 3:00 p.m. (IST) and concluded at 4:12 p.m. (IST) (including the time allowed for electronic voting (“**E-voting**”) during the AGM).

Mr. Palamadai Sundararajan Jayakumar, Chairman of the Company (“**the Chairman**”), chaired the meeting. The requisite quorum being present, the Chairman called the meeting to order. Thereafter, he introduced his colleagues on the Board and executives attending the meeting. The Chairman briefed the Members on the sequence of events at the AGM. Subsequently, the Chairman, Mr. Ramnath Krishnan, Managing Director & Group CEO, and Ms. Wendy Huay Huay Cheong, Non-Executive, Non-Independent Director, delivered their respective speeches.

Thereafter, the Chairman informed the Members that the statutory register and other requisite documents required to be made available, remained open and accessible to the Members for inspection in electronic mode during the continuance of the AGM.

With the permission of the Members, the Chairman considered the notice of the AGM of the Company to have been read and requested the Company Secretary to read out the Auditors’ Report. The Company Secretary read out the first and last para of the Auditors’ Report and briefed the Members about the voting procedure as requested by the Chairman. While briefing the voting procedure, the Company Secretary stated that, the Company had teamed up with National Securities Depository Limited (“NSDL”) to provide facility for voting through remote E-voting and participation in the AGM through VC / OAVM facility. The remote E-voting commenced on Monday, July 28, 2025 (9:00 a.m. IST) and ended on Wednesday, July 30, 2025 (5:00 p.m. IST). Members of the Company holding shares either in the physical form or in the dematerialised form as at close of business hours on Thursday, July 24, 2025 (“**the cut-off date**”), were eligible to cast their vote electronically. Those Members who had not cast their vote through E-voting process, may only cast their vote at the AGM electronically. The facility for E-voting was available during the AGM. The Company has appointed Mr. Sachin Agarwal, Proprietor of A. Sachin & Associates, Company Secretaries, as scrutinizer to scrutinize the voting process in a fair and transparent manner.

Thereafter, the Chairman took up queries of the Members.

The Chairman requested Mr. Ramnath Krishnan, Managing Director & Group CEO to respond to the Members’ queries. Mr. Krishnan responded to the Members’ queries.

Thereafter, the Chairman took up the following agenda items one-by-one, as per the notice of the AGM:

<b>Ordinary business</b>	
1	To receive, consider and adopt: <ol style="list-style-type: none"> <li>the audited standalone financial statements of the Company for the financial year ended March 31, 2025, and the report of the Board of Directors and Auditors thereon; and</li> <li>the audited consolidated financial statements of the Company and its Subsidiaries for the financial year ended March 31, 2025, and the report of the Auditors thereon.</li> </ol>
2	To declare dividend of Rs. 60 on the equity shares for the financial year ended March 31, 2025.
3	To appoint a Director in place of Mr. Stephen Arthur Long (DIN: 09595066), who retires by rotation, and being eligible, offers himself for reappointment.
<b>Special business</b>	
4	Appointment of M/s. Chandrasekaran Associates, Company Secretaries, as the Secretarial Auditor of the Company and to fix their remuneration and to consider and, if thought fit, to pass the resolution as an <b>Ordinary Resolution</b> .
5	To pay Commission and/or remuneration to Non-Executive Directors, including Independent Directors of the Company and, if thought fit, to pass the resolution as an <b>Ordinary Resolution</b>

The Members were informed that the Scrutinizer shall make out a Scrutinizer's Report of the votes cast in favour of, or against, if any, each resolution, and send the same forthwith to the Chairman or a person authorised by him in writing. The results declared along with the Scrutinizer's Report shall be placed on the Company's website, [www.icra.in](http://www.icra.in), and on the website of NSDL and shall also be displayed on the notice board at the registered and corporate offices 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.

The Chairman, thereafter, informed that since there is no other business to transact, the meeting will be concluded after being open for 30 minutes for E-voting to be completed.

The Chairman thanked the Members on behalf of the Board of Directors of the Company for having spared their valuable time to attend today's meeting and for putting forth questions and declared the meeting as concluded.

**Notes:**

- The Company will separately disclose voting results as required under Regulation 44 of the Listing Regulations.
- This document does not constitute minutes of the AGM.