

DETAILED PUBLIC STATEMENT FOR THE ATTENTION OF THE
SHAREHOLDERS OF
ICRA LIMITED

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Conditional Open Offer ("Offer") for Acquisition of up to 2,650,000 (two million six hundred and fifty thousand) Equity Shares from public shareholders of ICRA Limited (the "Target Company") by Moody's Singapore Pte Ltd (the "Acquirer") along with Moody's Investment Company India Private Limited ("PAC-1") and Moody's Corporation ("PAC-2") as Persons Acting in Concert with the Acquirer ("PAC").

This detailed public statement ("DPS") is being issued by Citigroup Global Markets India Private Limited, the manager to the Offer ("**Manager**"), on behalf of the Acquirer and the PAC, in compliance with Regulation 13(4) and Regulation 15(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("**Takeover Regulations**") pursuant to the public announcement ("**PA**") made on 21 February 2014 and filed with the stock exchanges on which the fully paid-up equity shares of the Target Company having a face value of ₹10 (ten) each ("**Equity Shares**") are listed, being National Stock Exchange of India Limited ("**NSE**") and BSE Limited ("**BSE**"). (NSE and BSE are hereinafter collectively referred to as the "**Stock Exchanges**"), and filed on 24 February 2014 with the Securities and Exchange Board of India ("**SEBI**") and the Target Company. This Offer is being made under Regulation 3(2) and Regulation 4 of the Takeover Regulations.

I. ACQUIRER, PAC, TARGET COMPANY AND OFFER

(A) Acquirer/ PAC:

1. Moody's Singapore Pte Ltd

The Acquirer is a private company registered under the laws of Singapore with its registered office at 80 Raffles Place #48-01, UOB Plaza, Singapore 048624. The Acquirer was incorporated on 12 October 1994. The contact details of the Acquirer are as follows: Tel: +65 6512-9595, Fax: +65 6512-9500.

The Acquirer is a group investment holding company for PAC-2's wholly owned subsidiaries and PAC-2's joint venture investments in Australia, Singapore, Korea, Mauritius and India and provides support services to other group entities of the Moody's Group and is part of the Moody's Group.

The Acquirer was incorporated under the name Moody's Singapore Pte Ltd.

The Acquirer is a wholly owned subsidiary of Moody's Asia Pacific Limited, being a company incorporated under the laws of Hong Kong and having its registered office at 24/F, One Pacific Place, 88 Queensway, Admiralty, Hong Kong. PAC-2 is the ultimate holding company of various Moody's entities across the world (hereafter referred to as the "**Moody's Group**") including Moody's Asia Pacific Limited, the Acquirer and PAC-1. The person in ultimate control of the Acquirer is PAC-2.

The Acquirer is not listed on any stock exchange.

The Acquirer does not have any relationship/interest in the Target Company other than (i) the shareholding of PAC-1 (which is an indirect subsidiary of the Acquirer) in the Target Company; (ii) the fact that Min Ye and Simon Hasitlow are the nominee directors of PAC-1 on the board of directors of the Target Company; and (iii) the fact that Min Ye is on the board of directors of the Acquirer and is also on the board of directors of the Target Company.

The Acquirer has not been prohibited by SEBI from dealing in securities under the SEBI Act, 1992 or any other regulations thereunder.

The paid-up equity share capital of the Acquirer as on the date hereof is SGD 306,397,579.64 (Singapore Dollars three hundred six million three hundred ninety seven thousand five hundred seventy nine and sixty four cents) (approximately ₹ 15,028,801,281.34 (Rupees fifteen billion twenty eight million eight hundred one thousand two hundred eighty one and thirty four paise)) comprising of 718,683 (seven hundred eighteen thousand six hundred and eighty three) shares with no par value, held entirely by Moody's Asia Pacific Limited.

The board of directors of the Acquirer comprises 2 (two) members, namely: Min Ye (Director) and Philipp Lukas Lotter (Director). Min Ye is on the board of directors of the Acquirer and is also on the board of directors of the Target Company.

Brief audited consolidated financial particulars of the Acquirer for the last 3 (three) years (ending 31 December) are as under:

<i>(in SGD 000's, unless stated)</i>	Financial Year 2010	Financial Year 2011	Financial Year 2012	Period ending 30.09.13⁽¹⁾
Total Revenue ⁽¹⁾	8,461	7,888	8,158	8,995
Net Income ⁽¹⁾	23,327	(24,168)	32,397	(14,592)
EPS (SGD) ⁽²⁾	32.46	(33.63)	45.08	(20.30)
Net Worth / Shareholders' Funds ⁽³⁾	204,702	180,298	212,397	197,787

<i>(in ₹ 000's, unless stated)</i>	Financial Year 2010	Financial Year 2011	Financial Year 2012	Period ending 30.09.13⁽¹⁾
Total Revenue ⁽¹⁾	415,012	386,906	400,150	441,205
Net Income ⁽¹⁾	1,144,189	(1,185,440)	1,589,073	(715,738)
EPS (₹) ⁽²⁾	1,592.06	(1,649.46)	2,211.09	(995.90)
Net Worth / Shareholders' Funds ⁽³⁾	10,040,633	8,843,617	10,418,073	9,701,452

- (1) Comprises service fee income, dividend income and other income.
(2) EPS has been calculated as the net profit for the period divided by the number of ordinary shares outstanding as at the balance sheet date of the relevant period. EPS is not disclosed in either the audited standalone financial statements of the Acquirer, or its unaudited condensed interim financial statements.
(3) Comprises share capital, share based payment reserve and accumulated losses.

"The financial information for the financial years ending 31 December 2012, 31 December 2011 and 31 December 2010 set forth above have been extracted from the audited financial statements of the Acquirer as at and for the financial years ending 31 December 2012, 31 December 2011 and 31 December 2010, respectively, and have been prepared in accordance with SFRS and audited by KPMG LLP, the statutory auditors of the Acquirer. The financial results of the Acquirer as of and for the 9 (nine) months ended 30 September 2013 have been extracted from the Acquirer's unaudited financial statements which have been prepared in accordance with SFRS 34 – Interim Financial Reporting and subjected to limited review procedures performed in accordance with SSRE 2410 – Review of Interim Financial Information Performed by the Independent Auditor of the Entity by KPMG LLP, the statutory auditors of the Acquirer.

The above figures have been converted into INR using the exchange rate of 1 SGD = ₹ 49.05 as on 21 February 2014 (Source: Bloomberg).

2. Moody's Investment Company India Private Limited

PAC-1 is a private limited company registered under the laws of India with its registered office at Electric Mansion, 3rd Floor, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025, India. PAC-1 was incorporated on 14 July 1999 under the Companies Act, 1956. The contact details of PAC-1 are as follows: Tel: +91-22-24707793 and Fax: +91-22-24431390.

PAC-1 is an investment holding company within the Moody's Group, is wholly owned by Moody's Mauritius Holdings Limited, and is registered with the Reserve Bank of India (" **RBI**") as a non banking financial company. PAC-1's main objective is to carry on the business of an investment company and to buy, underwrite, invest, acquire and hold shares issued by any company or body corporate, constituted to carry on business in India.

PAC-1 was incorporated under the name Moody's Investment Company India Private Limited.

PAC-1 is a wholly owned subsidiary of Moody's Mauritius Holdings Limited, being a company incorporated under the laws of Mauritius and having its registered office at IFS Court, TwentyEight, Cybercity, Ebene, Mauritius. The Acquirer holds 67.05% (sixty seven point zero five percent) of the paid-up share capital of Moody's Mauritius Holdings Limited and 32.95% (thirty two point nine five percent) of the paid-up share capital of Moody's Mauritius Holdings Limited is held by Moody's Investors Service Limited. PAC-2 is the ultimate holding company of the Moody's Group including Moody's Mauritius Holdings Limited, Moody's Investors Service Limited, PAC-1 and the Acquirer. The person ultimately in control of PAC-1 is PAC-2.

PAC-1 is not listed on any stock exchange.

As of the date of this DPS, PAC-1 is the promoter of the Target Company and holds 2,850,900 (two million eight hundred fifty thousand and nine hundred) Equity Shares of the Target Company amounting to 28.509% (twenty eight point five zero nine percent) of the total fully diluted voting equity share capital of the Target Company ("**Voting Share Capital**"). Two directors on the board of directors of the Target Company are nominees of PAC-1, i.e., Min Ye and Simon Hasitlow.

PAC-1 has not been prohibited by SEBI from dealing in securities under the SEBI Act, 1992 or any other regulations thereunder.

The paid-up equity share capital of PAC-1 is ₹ 204,291,330 (Rupees two hundred and four million two hundred and ninety one thousand three hundred and thirty) comprising of 20,429,133 (twenty million four hundred twenty nine thousand one hundred and thirty three) equity shares of face value of ₹ 10 (Rupees ten) each, held entirely by its promoter, Moody's Mauritius Holdings Limited.

The board of directors of PAC-1 comprises 3 (three) members, namely: Min Ye (Director), Chi Fai Tang (Director) and Stuart Martin Hughes (Director). Anushka Ramchandra Sawant and Denis Lalit Sanghvi have been appointed as alternate directors to Stuart Martin Hughes and Chi Fai Tang respectively.

Brief audited financial particulars of PAC-1 for the last 3 (three) financial years (ending 31 March) are as under:

<i>(in ₹ 000's, unless stated)</i>	Financial Year 2011	Financial Year 2012	Financial Year 2013	Period ending 30.09.13⁽¹⁾
Total Revenue	48,465 ⁽¹⁾	53,207 ⁽¹⁾	71,584 ⁽¹⁾	71,378 ⁽¹⁾
Net Income	43,784	45,618	47,778	56,958
EPS (₹)	2.14	2.23	2.34	2.79
Net Worth / Shareholders' Funds ⁽³⁾	418,558	464,176	511,954	568,912

- (1) Comprises dividend income.
(2) Comprises dividend income and interest income.
(3) Comprises share capital and reserves and surplus.

"The financial information for the financial years ending 31 March 2013, 31 March 2012 and 31 March 2011 set forth above have been extracted from the audited financial statements of PAC-1 as at and for the financial years ending 31 March 2013, 31 March 2012 and 31 March 2011, respectively, and have been prepared in accordance with Indian GAAP and audited by B S R & Co. (a global member firm of KPMG), the statutory auditors of PAC-1. The results of PAC-1 as of and for the 6 (six) months ended 30 September 2013 have been extracted from PAC-1's unaudited financial statements which have been subjected to limited review procedures performed in accordance with Accounting Standards 25 – Interim Financial Reporting by B S R & Co., the statutory auditors of PAC-1.

3. Moody's Corporation

PAC-2 is a public company incorporated in the United States of America under the laws of the State of Delaware, with its registered office at c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801 and its executive office at 7 World Trade Center, 250 Greenwich Street, New York, New York 10007, United States of America. PAC-2 was incorporated on 8 April 1998 under the Securities Exchange Act of 1934. The contact details of PAC-2 are as follows: Tel: +1 (212) 553-0300 and Fax: +1 (212) 553-0084.

PAC-2 operates in two reportable business segments: Moody's Investors Service and Moody's Analytics. Moody's Investors Service publishes credit ratings on a wide range of debt obligations and entities that issue such debt obligations in markets worldwide, including various corporate and governmental organizations, structured finance securities and commercial paper programs. Moody's Analytics develops a wide range of products and services that support the credit risk management activities of institutional participants in global financial markets. These offerings include research on major debt issuers, industry studies, quantitative credit risk scores, credit processing software, economic research, analytical models, financial data, valuation models, specialized consulting services and economic and regulatory capital risk management software and implementation services.

PAC-2 was a part of The Old Dun & Bradstreet Corporation ("**Old D&B**") until 30 September 2000. Subsequently Old D&B separated into two publicly traded companies, PAC-2 and The New Dun & Bradstreet Corporation ("**New D&B**"). New D&B comprised the business of Old D&B's Dun & Bradstreet operating company. The remaining business of Old D&B consisted solely of the business of providing ratings and related research and credit risk management services and was renamed Moody's Corporation.

PAC-2 is the ultimate holding company of the Moody's Group including the Acquirer and PAC-1. PAC-2 is a widely held, listed company whose entire share capital is held by institutional and retail shareholders.

PAC-2 is listed on the New York Stock Exchange.

PAC-2 holds its ownership in the Target Company indirectly through the Acquirer and PAC-1. The Target Company has entered into various related party transactions with PAC-2 under which the Target Company provides a variety of services to PAC-2, including data collection, data entry and other similar services. Additionally, PAC-2, through its subsidiaries, has entered into a technical services agreement with the Target Company under which Moody's Group provides certain services to the Target Company in exchange for a technical services payment.

PAC-2 has not been prohibited by SEBI from dealing in securities under the SEBI Act, 1992 or any other regulations thereunder.

The paid-up equity share capital of PAC-2 is USD 3,429,022.72 (United States Dollars three million four hundred twenty nine thousand twenty two and seventy two cents) (approximately ₹ 213,148,052.28 (Rupees two hundred thirteen million four hundred twenty eight thousand fifty two and seventy eight paise)) comprising of 342,902,272 (three hundred forty two million nine hundred two thousand two hundred and seventy two) shares of face value of \$0.01 (one cent) each, of which 128,941,621 (one hundred twenty eight million nine hundred forty one thousand six hundred and twenty one) shares comprised treasury stock and 213,960,651 (two hundred thirteen million nine hundred sixty thousand six hundred and fifty one) shares were outstanding. As of 31 December 2013, Berkshire Hathaway Inc. Investment Management ("**Berkshire Hathaway**"), Capital Research & Management Co. (World Investors) ("**Capital World Investors**") and the Vanguard Group, Inc. were the major shareholders of PAC-2 with Berkshire Hathaway holding 24,669,778 (twenty four million six hundred and sixty nine thousand seven hundred and seventy eight) shares holding 11.53% (eleven point five three percent) of the paid-up equity share capital of PAC-2, Capital World Investors holding 17,239,000 (seventeen million two hundred and thirty nine thousand) shares totaling 8.06% (eight point zero six percent) of the paid-up equity share capital of PAC-2 and the Vanguard Group, Inc. holding 13,902,945 (thirteen million nine hundred two thousand nine hundred and forty five) shares totaling 6.50% (six point five zero percent) of the paid-up equity share capital of PAC-2. There is no identifiable promoter or promoter group controlling PAC-2.

The board of directors of PAC-2 comprises 10 (ten) members, namely: Raymond McDaniel (Jr.) (Director), Basil Anderson (Director), Jorge Bermudez (Director), Darrell Duffie (Director), Robert Glauber (Director), Ewald Kist (Director), Henry McKinnell (Chairman), John Wulff (Director), Leslie Seidman (Director) and Kathryn Hill (Director).

Brief audited consolidated financial particulars of PAC-2 for the last 3 (three) years (ending 31 December) are as under:

<i>(in USD millions, unless stated)</i>	Financial Year 2011	Financial Year 2012	Financial Year 2013
Total Revenue	2,280.7	2,730.3	2,972.5
Net Income ⁽¹⁾	571.4	690.0	804.5
EPS (US\$) ⁽²⁾	2.49	3.05	3.60
Net Worth / Shareholders' Funds	(158.4)	396.6	347.9

<i>(in ₹ millions, unless stated)</i>	Financial Year 2011	Financial Year 2012	Financial Year 2013
Total Revenue	141,772.4	169,720.4	184,776.0
Net Income ⁽¹⁾	35,519.3	42,891.6	50,009.2
EPS (₹) ⁽²⁾	154.8	189.6	223.8
Net Worth / Shareholders' Funds	(9,846.4)	24,653.4	21,626.1

(1) Represents net income attributable to Moody's Corporation.

(2) Represents diluted EPS.

The above figures have been converted into INR using the RBI Reference Rate of 1 USD = ₹ 62.16, as on 21 February 2014 (source: www.rbi.org.in).

"The financial information for the financial years ending 31 December 2013, 31 December 2012 and 31 December 2011 set forth above have been extracted from the audited consolidated financial statements of PAC-2 included in its Annual Reports on Form 10-K filed with the U.S. Securities and Exchange Commission (SEC) as at and for the financial years ending 31 December 2013, 31 December 2012 and 31 December 2011, respectively. These financial statements have been prepared in accordance with US Generally Accepted Accounting Principles (U.S. GAAP) and audited by KPMG LLP, the statutory auditors of PAC-2. PAC-2's annual financial statements have been publicly disclosed and are available at www.moodyys.com.

For more details on PAC-2 please visit its website at www.moodyys.com.

(B) Details of Sellers, if applicable:

Not applicable.

(C) Target Company:

The Target Company was originally incorporated as a public limited company in the name of 'Investment Information and Credit Rating Agency of India Limited' on 16 January 1991, under the Companies Act, 1956 and its registered office is situated at 1105, Kailash Building, 11th Floor, 26, Kasturba Gandhi Marg, New Delhi-110001, India. The Target Company obtained its certificate of commencement of business on 15 March 1991. The name of the Target Company was changed to 'ICRA Limited' by a special resolution passed at the annual general meeting held on 29 September 1994 and consequently the Target Company obtained a fresh certificate of incorporation on 3 February 1995. The corporate identification number (CIN) of the Target Company is L749999DL1991PLC042749. The Target Company listed on the Stock Exchanges in March 2007. The present promoter of the Target Company is PAC-1.

The Equity Shares (ISIN: INE725G01011) of the Target Company are listed on the NSE (Scrip code: ICRAEQ) and the BSE (Scrip code: 532835).

The Equity Shares of the Target Company have been frequently traded on the NSE and infrequently traded on the BSE during the preceding 12 (twelve) calendar months prior to the month of the PA in terms of Regulation 2(1)(j) of the Takeover Regulations.

The annualized trading turnover during the preceding 12 (twelve) calendar months ended 31 January 2014 on the NSE and BSE, where the Equity Shares of the Target Company are listed, is as follows:

Name of the stock exchange	Total number of Equity Shares traded from 1 February 2013 to 31 January 2014	Total number of listed Equity Shares as on 31 December 2013	Trading turnover (% to total listed Equity Shares)
NSE	3,475,261	10,000,000	34.75%
BSE	633,909	10,000,000	6.34%

(Source: www.nseindia.com, www.bseindia.com)

Brief audited consolidated financial particulars of the Target Company for the last 3 (three) financial years (ending 31 March) as derived are as set forth below:

(₹ in '000 except for EPS (₹ / share)	Financial Year 2011	Financial Year 2012	Financial Year 2013	Nine Months Ending⁽³⁾ 31.12.13
Total Revenue ⁽¹⁾	2,059,709	2,287,911	2,693,237	2,186,679
Net Income	481,103	540,089	591,554	468,970
EPS	48.11	54.01	59.16	49.60
Net worth ⁽²⁾	2,570,483	3,016,133	3,392,375	NA

(Source: Company Filings)

(1) Total revenue comprises 'revenue from operations' and 'other income'.

(2) Comprises 'share capital' and 'reserves and surplus'.

(3) Unaudited numbers extracted from company filings.

There are no (i) partly paid-up Equity Shares; or (ii) convertible instruments, other than the stock options that have been issued to the employees of the Target Company. As of 31 March 2013, 906,000 (nine hundred and six thousand) Equity Shares amounting to 9.06% (nine point zero six percent) of the Voting Share Capital of the Target Company have been issued to the ICRA Employees Welfare Trust for grant of options to the eligible employees. The ICRA Employees Welfare Trust has employed 888,263 (eight hundred eighty eight thousand two hundred and sixty three) stock options to eligible employees from this pool of 906,000 (nine hundred and six thousand) Equity Shares. There are no Equity Shares under lock-in. (Source: ICRA's Annual Report)

The board of directors of the Target Company comprises 8 (eight) members, namely: Dr. Uddesh Kohli (Independent Director), Prof. Deepak Nayyar (Independent Director), Piyush Gunwantrai Markad (Independent Director), Amal Ganguli (Independent Director), Min Ye (Non-independent Director), Simon Hasitlow (Non-independent Director), Pranab Kumar Choudhury (Chairman of ICRA and CEO of the ICRA group) (Non-independent Director) and Naresh Takkar (Non-independent Director, Managing Director and CEO of ICRA Limited).

Min Ye and Simon Hasitlow are non-executive directors on the board of directors of the Target Company as nominees of PAC-1. Min Ye is also a director on the board of directors of the Acquirer and in accordance with Regulation 24(4) of the Takeover Regulations, they have rescued themselves and have not participated, and will not participate in any deliberations of the board of directors of the Target Company or vote on any matter in relation to the Offer.

There has been no merger, de-merger and spin off in the last 3 (three) years in the Target Company.

As on the date of this DPS, the authorized share capital of the Target Company is ₹150,000,000 (Rupees one hundred and fifty million) comprising 15,000,000 (fifteen million) Equity Shares. The issued, subscribed and paid-up equity share capital of the Target Company is ₹100,000,000 (Rupees one hundred million) divided into 10,000,000 (ten million) fully paid-up Equity Shares.

(D) Details of the Offer:

The Acquirer and the PAC hereby make this Offer to the public shareholders (other than the promoter and promoter group) of the Target Company to acquire up to 2,650,000 (two million six hundred and fifty thousand) Equity Shares ("**Offer Size**") representing 26.5% (twenty six point five percent) of the Voting Share Capital at a price of ₹ 2,000 (Rupees two thousand) per fully paid-up Equity Share ("**Offer Price**") payable in cash, subject to the terms and conditions mentioned in this DPS and the letter of offer ("**Letter of Offer**") that will be sent to the public shareholders of the Target Company in accordance with the Takeover Regulations. Save and except for the PAC, no other person is acting in concert with the Acquirer for the purpose of this Offer. The Offer Size constitutes 26.5% (twenty six point five percent) of the Voting Share Capital and is in compliance with the terms of Regulation 7(1) of the Takeover Regulations.

This Offer is subject to receipt of the statutory and other approvals mentioned in Section VI of this DPS. In accordance with Regulation 23 of the Takeover Regulations, in the event the statutory approvals are refused, this Offer shall stand withdrawn.

This Offer is conditional on a minimum level of acceptance by the public shareholders of 2,149,101 (two million one hundred forty nine thousand one hundred and one) Equity Shares representing 21.5% (twenty one point five percent) of the Voting Share Capital. If the number of Equity Shares (which can be validly accepted as per the terms and conditions set out in the Letter of Offer) tendered in terms of the Offer is less than 2,149,101 (two million one hundred forty nine thousand one hundred and one) Equity Shares, the Acquirer shall not accept any Equity Shares tendered.

This is not a competitive bid in terms of Regulation 20 of the Takeover Regulations.

This Offer is a conditional offer and is not the result of a direct or indirect acquisition of the Target Company or an open market purchase.

Neither the Acquirer nor the PAC at present have any intention to sell, dispose of or otherwise encumber any material assets of the Target Company in the next two (2) years, except to the extent required (i) for the purpose of restructuring and/or rationalization of assets, investments, business operations, liabilities or otherwise of the Target Company; or (ii) in the ordinary course of business of the Target Company. The Target Company's future policy in relation to these matters, if any, will be decided subject to the relevant regulations or any other applicable laws or legislation at the relevant time. Further, during such period of two (2) years, except as disclosed above in this paragraph, the Acquirer undertakes not to sell, dispose of or otherwise encumber any material assets of the Target Company, without the prior approval of the shareholders of the Target Company through special resolution by way of postal ballot, in accordance with Regulation 25(2) of the Takeover Regulations.

Based on the Offer Size and the current shareholding of the Acquirer and the PAC in the Target Company, pursuant to the successful closure of this Offer and assuming full acceptances, the public shareholding in the Target Company shall not fall below 25% (twenty five percent) of the Voting Share Capital which is the minimum public shareholding required for listing on a continuous basis. In the event the public shareholding falls below 25% (twenty five percent) of the Voting Share Capital pursuant to this Offer, the Acquirer and the PAC shall be required to bring down the non-public shareholding in the Target Company to the level specified and within the time prescribed in the Securities Contract (Regulations) Rules, 1957.

Upon completion of the Offer, assuming full acceptance of the Offer, the Acquirer, along with PAC, will hold 5,500,900 (five million five hundred thousand and nine hundred) Equity Shares in the Target Company representing 55.009% (fifty five point zero nine percent) of the Voting Share Capital.

The Manager does not hold any Equity Shares in the Target Company as on the date of this DPS.

Neither the Acquirer nor the PAC hold any Equity Shares/voting rights in the Target Company as of the date of this DPS other than the Equity Shares held by PAC-1 as mentioned in Paragraph I(A)(2,6) above.

The Equity Shares of the Target Company will be acquired by the Acquirer fully paid-up, free from all liens, charges and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights offer declared thereof.

A copy of this DPS will be (i) submitted to SEBI through the Manager, (ii) sent to the BSE and the NSE on which the Equity Shares of the Target Company are listed, in order to be posted on the notice board, and (iii) sent to the Target Company at its registered office in order to be placed before the board of directors of the Target Company.

In terms of Regulation 18(4) of the Takeover Regulations, the Acquirer is permitted to revise the Offer Price at any time prior to the commencement of the last 3 (three) working days before the commencement of the tendering period. In the event of such revision, an announcement will be made in the same newspapers where this DPS has been published and the revised offer price will be available for all the Equity Shares tendered any time during the Offer.

II. BACKGROUND TO THE OFFER

The Offer is being made to the shareholders of the Target Company in accordance with Regulation 3(2) of the Takeover Regulations as a result of the decision/intention of the Acquirer to increase the shareholding of the Acquirer and the PAC in the Target Company by way of acquisition of up to 26.5% (twenty six point five percent) of the Voting Share Capital (which together with the present shareholding of the Acquirer and the PAC in the Target Company, would result in the Acquirer and the PAC holding up to 55.009% (fifty five point zero nine percent) of the Voting Share Capital) which is more than the 5% (five percent) creeping acquisition limit available to the Acquirer under Regulation 3(2) of the Takeover Regulations. This Offer is conditional on the Acquirer acquiring at least 21.5% (twenty one point five percent) of the Voting Share Capital (which together with the present shareholding of the Acquirer and the PAC in the Target Company, would result in the Acquirer and the PAC holding at least 50.00001% (fifty point zero zero zero zero one percent) of the Voting Share Capital) which will make the Acquirer along with PAC the majority shareholders of the Target Company and consequently in control of the Target Company. Accordingly this Offer is also being made under Regulation 4 of the Takeover Regulations. The Offer is not the result of a direct or indirect acquisition of the Target Company or an open market purchase.

The mode of payment for this Offer shall be through cash.

The Offer is being made to the public shareholders of the Target Company in accordance with Regulation 3(2) and Regulation 4 of the Takeover Regulations to increase the shareholding of the Acquirer and the PAC in the Target Company. An important element of Moody's Group's strategy is further growth and expansion in emerging markets such as India. Moody's Group wishes to increase its stake to a control position in the Target Company in order to drive continued investment in India, capitalize on the favourable long term growth prospects of the Target Company, and expand the relationship between the Target Company and Moody's Group. The closer collaboration with the Target Company, its employees and management may allow Moody's Group to offer a broader range of products and services. For employees of the Target Company, the strengthened ties with Moody's Group may offer increased career development opportunities.

The Offer to the public shareholders of the Target Company is to acquire up to 26.5% (twenty six point five percent) of the Voting Share Capital.

As of the date of this DPS, 2 (two) members of the board of directors of the Target Company, Simon Hasitlow and Min Ye are representatives of PAC-1. The Acquirer and the PAC reserve the right to seek reconstitution of the board of directors of the Target Company after/upon completion of the Offer, in accordance with the provisions contained in the Takeover Regulations and the Companies Act, 1956 (or the Companies Act, 2013 upon the relevant provisions of the Companies Act, 2013 being brought into force by the Ministry of Corporate Affairs). However, as of the date of this DPS, the Acquirer and the PAC have not made any definitive decision on the reconstitution of the board of directors of the Target Company and no persons have been identified for such nomination.

III. SHAREHOLDING AND ACQUISITION DETAILS

The current and proposed shareholding of the Acquirer and PAC in the Target Company and the details of their acquisition are as follows:

Details	Acquirer		(PAC-1)		(PAC-2)	
	No.	%	No.	%	No.	%
Shareholding as on the PA date	No direct shareholding	No direct shareholding	2,850,900 Equity Shares	28.509	No direct shareholding	No direct shareholding
Equity Shares acquired between the PA date and the DPS date	NIL	NIL	NIL	NIL	NIL	NIL
Post Offer shareholding (On diluted basis, as on 10 th working day after closing of tendering period)	2,650,000 Equity Shares	26.5	2,850,900 Equity Shares	28.509	No direct shareholding	No direct shareholding