

July 5, 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.: - Notice of the Thirty-fourth Annual General Meeting and Annual Report for the financial year 2024-25

Pursuant to Regulation 34 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the “**Listing Regulations**”), please find enclosed the Annual Report for the financial year 2024-25 (“**Annual Report**”) and notice of the Thirty-fourth Annual General Meeting (“**AGM Notice**”) of ICRA Limited (the “**Company**”) scheduled to be held on Thursday, July 31, 2025, at 3:00 p.m. (IST) through Video Conferencing (“**VC**”) / Other Audio Visual Means (“**OAVM**”).

In compliance with the Ministry of Corporate Affairs (“**MCA**”) circulars and the Securities and Exchange Board of India (“**SEBI**”) circulars, the Annual Report and the AGM Notice are being sent to the Members through electronic mode. The Annual Report and AGM Notice will be made available on the Company’s website viz. <https://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 AGM Notice using electronic voting system (remote E-voting), provided by National Securities Depository Limited (“**NSDL**”).

The schedule of events for electronic voting (“**E-voting**”) is as follows:

Particulars	Details
E-voting Event Number (EVEN)	134196
Cut-off date to ascertain members eligible to cast vote	July 24, 2025
Remote E-voting start time and date	9:00 a.m. IST, July 28, 2025
Remote E-voting end time and date	5:00 p.m. IST, July 30, 2025

You are requested to take the above on record.

Regards,

Sincerely,

(S. Shakeb Rahman)
Company Secretary & Compliance Officer

Encl.: As Above



ICRA
AN AFFILIATE
OF MOODY'S

Trusted Partner. Credible Insights.

RATINGS

RESEARCH

ANALYTICS

RISK

ANNUAL REPORT 2024-25

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FEEDBACK

For any questions or feedback regarding this Annual Report or its content, please write to investors@icraindia.com



This report can be downloaded/viewed by scanning the above QR code. You may also visit www.icra.in to read the report online.

Trusted Partner. Credible Insights.

In an ever-evolving financial landscape, ICRA consistently sets the benchmark as India's trusted credit rating institution, delivering precise intelligence across ratings, research, analytics. Our offerings extend to robust valuation solutions that enhance transparency and comparability of complex financial instruments, comprehensive risk analytics that strengthen risk assessments and enable early detection of vulnerabilities. These capabilities are grounded in deep expertise, rigorous methodologies, and a commitment to innovation. Through our strategic association with Moody's, we seamlessly integrate global best practices with nuanced Indian market insights. This synergy, powered by cutting edge technology and analytical excellence, enables us to deliver intelligence that drives decision making .

The ICRA Edge



Knowledge

ICRA is renowned for its deep technical expertise, expansive research capabilities, and innovative use of technology. As a true knowledge powerhouse, ICRA consistently demonstrates its ability to shed light on the latest trends, challenges, and growth opportunities while harnessing the power of technology to enhance its offerings.



People

ICRA's strength lies in its exceptional human capital. ICRA specialists leverage data-driven insights, advanced analytics, and collaborative networks to deliver incisive analyses and foresight across diverse sectors, empowering clients to make informed decisions.



Quality and integrity

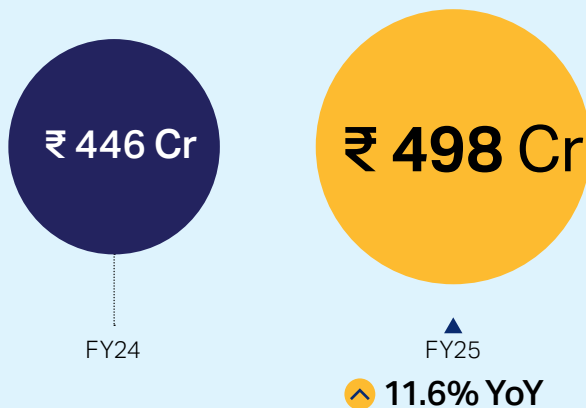
ICRA maintains the highest standards in its research, rigorous analytical frameworks, and transparent reporting practices. ICRA's credibility and objectivity are built on a foundation of ethical conduct, robust data governance, and a commitment to providing reliable, unbiased insights.

Highlights

FY2025 Performance Snapshot

Financial

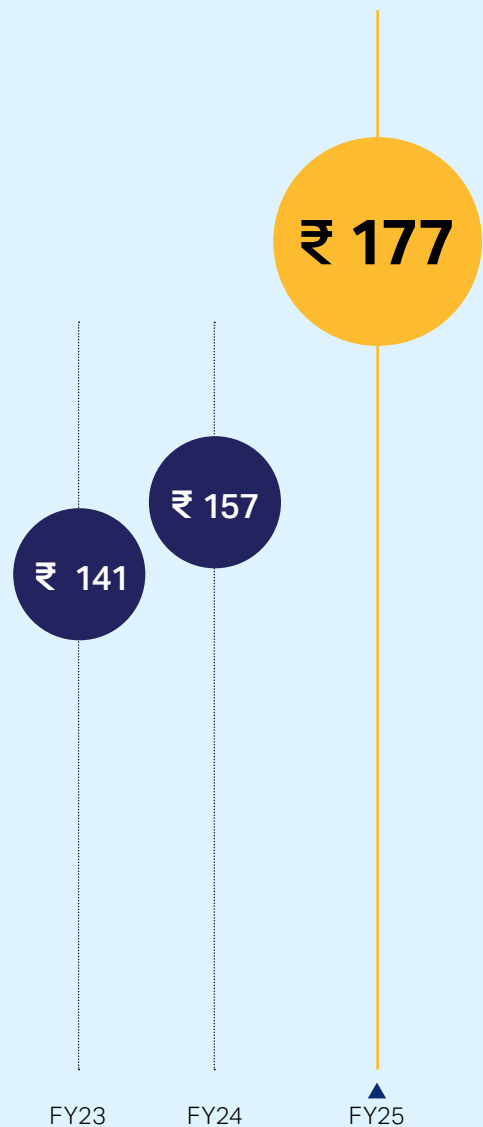
Revenue



Profit After Tax



Earnings Per Share





Operational



2,631

Issuers live ratings, with rated debt of ₹ 94.79 trillion

600+

Reports published under across
60+ sectors

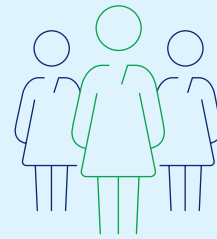
~1,90,000

Structured finance cases monitored

48,000+

Entities financial statements analysed annually

Diversity & Inclusion and Sustainability

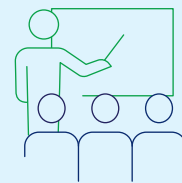


33%

Of the workforce comprises female employees

4,000+

Lives impacted through CSR initiatives



₹ 3 Cr+

Group ICRA CSR spend



Corporate Overview

Turning Insights into Excellence

ICRA is an independent and professional investment information and credit rating agency. It is aligned with globally recognised credit rating agency Moody's, enhancing its credibility and igniting a spirit of innovation and excellence, propelling it towards limitless opportunities for growth and advancement.

Group ICRA Vision

To be the preferred partner in providing best-in-class and independent risk & investment analytics solutions.

Group ICRA Values



Innovative



Aspirational



Mutual Trust



Integrity



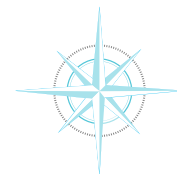
Client-centric



Respectful



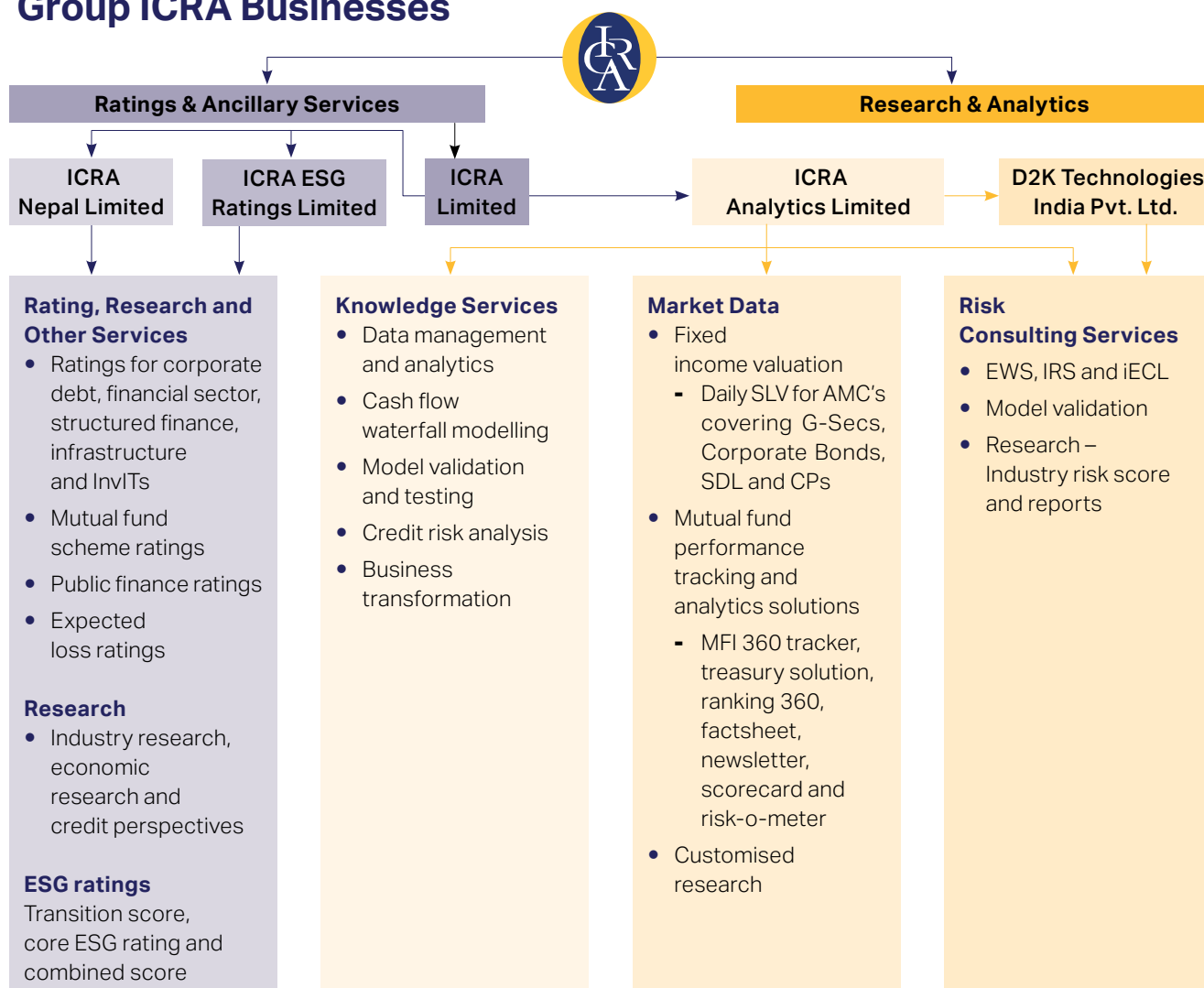
Agile



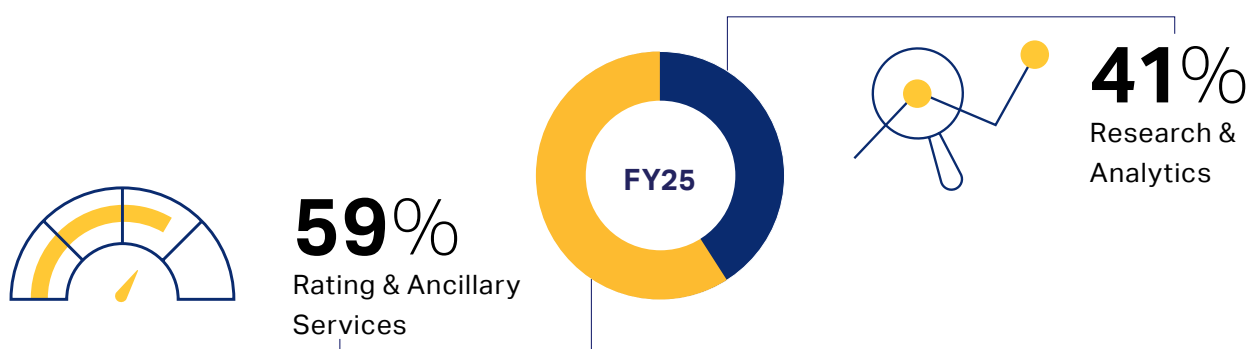
Alliance with Moody's

The ultimate parent company of international Credit Rating Agency Moody's Ratings, is the indirect largest shareholder of ICRA. Moody's provides certain technical services to ICRA pursuant to a Technical Services Agreement.

Group ICRA Businesses



Revenue Division



Corporate Overview

1991

Launch of credit
rating services



1999

Moody's
acquires initial
stake at ICRA

M

I

L

E

S

2024

ICRA forays into
ESG Ratings



2023

Acquisition of D2K
Technologies





Corporate Overview

National Presence



Gurugram

Building No. 8, 2nd Floor, Tower
A, DLF Cyber City, Phase II,
Gurugram - 122 002

Ahmedabad

110,611,071,108, 11th Floor,
Opulence Navratna Building, B Block,
Ashok Vatika, Iscon-Ambli Road,
Ahmedabad - 380 058

Mumbai

3rd and 4th Floors, Electric Mansion
Appasaheb Marathe Marg, Prabhadevi,
Mumbai - 400 025

Navi Mumbai

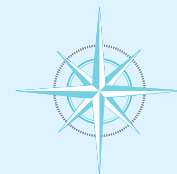
EFC Limited, Unit no. 1003 & 1004, Empire
Tower - Reliable Tech Park, 10th Floor, C Wing,
Gut no. 31, Airoli, Navi Mumbai - 400 708

Pune

5A, 5th Floor, Symphony, S. No. 210 CTS
3202 Range Hills Road, Shivajinagar,
Pune - 411 020

Bengaluru

'The Millenia', Tower B Unit No. 1004,
10th Floor, 1 & 2 Murphy Road,
Bengaluru - 560 008



New Delhi

B-710, Statesman House
148, Barakhamba Road,
New Delhi - 110 001

Kolkata

Siddha Esplanade, 3rd Floor, 6
Jawaharlal Nehru Road, Esplanade,
Kolkata, West Bengal - 700013

Hyderabad

Unit No 1006, 10th Floor,
Gowra Fountain Head, Patrika Nagar,
Madhapur, High-Tech City, Hyderabad,
Telangana – 500 081

Chennai

5th Floor, Karumuttu Centre 634, Anna
Salai, Nandanam Chennai - 600 035

Corporate Overview

Business Review

ESG

Statutory Reports

Financial Statements

Message from MD & Group CEO

Building on Excellence



Dear Shareholders,

I am pleased to present ICRA's Annual Report for FY2025. As India's leading knowledge powerhouse, we continue to strengthen our market position through strategic growth, operational excellence, and sustained investments in talent, technology, and governance. Our deep domain expertise and consistent performance have played a pivotal role in enhancing transparency and vibrancy in India's financial markets.

Core Competency

Our Ratings business delivered strong growth, driven by our commitment to quality and timeliness. A favourable Average Default Position (ADP) underscores our reliability and investor trust. In the Risk and Analytics business, we invested in products and technology, and in partnerships to drive growth.

Financial Highlights

Total revenues grew by 11.6% to ₹ 498 crore, while net profit rose by 12.5% to ₹ 171 crore. Profit after tax stood at 34.4% of operational revenue, validating our strategic direction. A dividend of ₹ 60 per equity share was declared for the year.

Strategic Expansion

ICRA's growth strategy is rooted in achieving a balanced expansion across our Ratings, and Risk and Analytics businesses. While Ratings remain our core, we are equally focused on scaling our Risk and Analytics segment—not just within traditional knowledge services, but by diversifying into adjacent and high-impact areas such as risk, regulatory reporting, and data-driven solutions.

As a part of this vision, we entered into a definitive agreement to acquire Fintellix, a global provider of risk and reporting solutions for financial institutions. This follows our acquisition of a majority stake in D2K Technologies in FY2024, further strengthening our capabilities in technology-driven offerings in the risk and regulatory space.

These strategic moves position ICRA as a comprehensive risk solutions provider, helping us meet the evolving needs of our clients and expand our footprint in the risk and regulatory analytics ecosystem.



We also made a significant leap into ESG ratings, assigning our first rating to InCred Financial Services. This offering supports organisations in tracking sustainability performance and attracting responsible investors.

Additionally, our exclusive partnership with Bitsight—a global leader in cyber risk management and a Moody's affiliate—enhances our analytics offerings in India, reinforcing our commitment to innovation and client-centric growth.

Investing in People and Technology

Our success is powered by a diverse and skilled workforce. We continue to invest in AI, analytics, and process innovation to build a future-ready organisation. The shift towards insourcing and AI adoption is reshaping our operations, driving efficiency and enabling customised solutions for global clients.

Commitment to Social Upliftment

Through our CSR initiatives, we remain focused on empowering marginalised communities—especially women, youth, and children—via education, skill development, and entrepreneurship. Our employees actively engage in these efforts with pride and purpose.

Looking Ahead

Our vision is to evolve into a technology-driven knowledge company that delivers sustainable value to all stakeholders. With ambition, innovation, and responsibility guiding us, we are well-positioned to seize the opportunities ahead.

Thank you for your continued trust and support.

Warm regards,

Ramnath Krishnan

MD & Group CEO, ICRA



Our core Ratings business continued to report significant growth, underscored by our commitment to providing best-in-class ratings with an emphasis on quality and timeliness. Our Average Default Position (ADP) remains favourable, indicating our dedication to maintaining quality service to investors.

Corporate Overview

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Key Performance Indicators

Performance Highlights

Revenue from Operations

(₹ in crore)



Profit After Tax

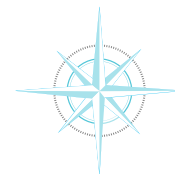
(₹ in crore)



Earnings Per Share

(₹ per share)





YoY growth

5-year CAGR

Corporate Overview

Business Review

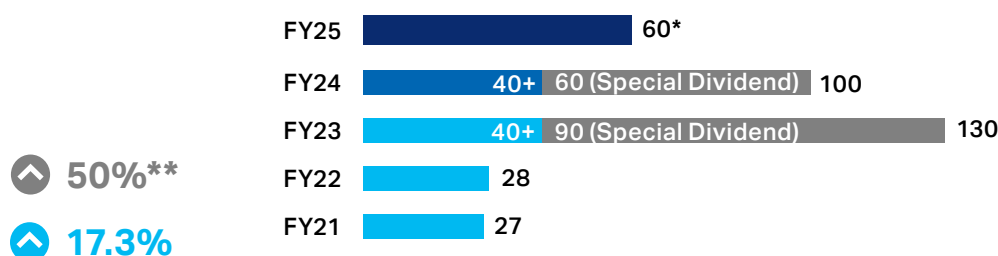
ESG

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Dividend Per Share

(₹ per share)

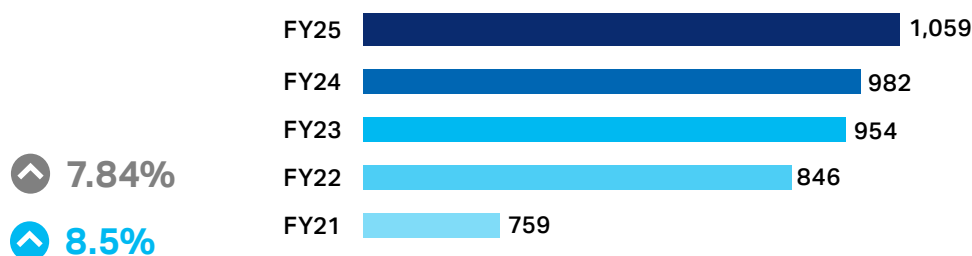


* Normal Dividend

** Growth is calculated on normal dividend

Net Worth

(₹ in crore)



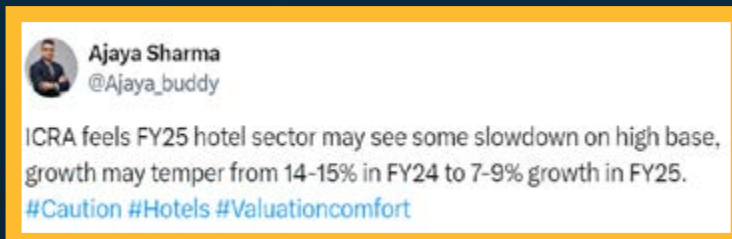
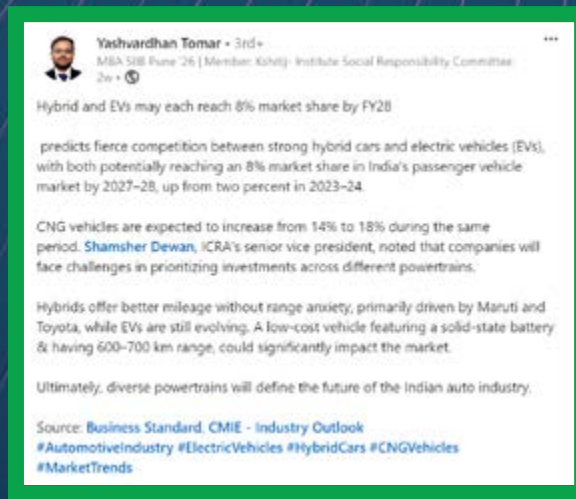
Book Value Per Share

(₹ per share)



Social Media Impact

Connecting Aably for Engaging Results





ET NOW • @ETNOWlive • Feb 1

#BrokerageRadar | ICRA on #Budget2025: FY26 Budget to focus on capex, jobs, and manufacturing, fiscal deficit target seen at 4.5%, capex target at ₹11T, RBI dividend could be key.

@ICRALimited #BudgetWHTNOW

BROKERAGE RADAR

ICRA ON BUDGET

- FY26 Budget to prioritize capital expenditure, employment generation, and manufacturing growth
- Fiscal deficit target for FY26 expected at 4.5% of GDP, down from 4.8% in FY25
- Capex target to be around ₹11 trillion, similar to FY25BE but 12-13% higher than FY25 actuals
- RBI dividend could be a gamechanger for

Gopal Joshi • 2nd

Thought Leader Strategist & Consultant, Beverages Alcohol Ind...
Request services
3mo • 1

Reading just the headline of this article may induce feelings of joy and encouragement, as ICRA predicts good sales volumes for Q1, especially for beers, citing upcoming hot weather forecasts. Additionally, it forecasts approximately a 3% revenue growth in the IMFL segment. However, upon further reading of the article, my initial happiness turns into confusion.

ICRA mentions a potential small correction in soda ash and aluminum prices, yet it also notes an increase in ethanol and coal prices. This raises doubts about predicting any relief in input costs, given that glass bottles and ethanol together contribute to nearly 75% of the total input cost.

Furthermore, uncertainties arise regarding state governments allowing price increases in our industry, as highlighted in the article.

Have we got any reasonable price increase since the last couple of years?

Indian alcohol cos can raise a toast to higher sales, better margin: ICRA
economictimes.indiatimes.com

Prasad Karpe • 2nd

Jr. General Manager (Airport Systems)
4mo • 1

Akalp Sharma (Indian Express)

India's air passenger traffic is expected to grow 8-11 per cent year-on-year and hit record high of 40.7-41.8 crore passengers in the current financial year (FY25), which is likely to push up revenues of Indian airports, ratings agency ICRA said Thursday. The agency estimates that the revenues of airports in its sample set, which comprises airports operated by the Airports Authority of India (AAI) and the airports at Delhi, Hyderabad, and Kochi, are likely to grow by around 15-17 per cent year-on-year in the ongoing fiscal.

India's air passenger traffic set to hit fresh high in FY25, airports beat global recovery rate: Icr
indianexpress.com

17 3 comment

Siddharth Shah (He/Him) • 2nd

Senior Manager | Business Development | Sales & Marketing | Contract,Logisti...
2mo • 1

13-14% rise in #warehousing space in India's major cities in FY2025: Report

India's industrial and warehouse #logistics park (IWLP) sector is set for significant #growth in FY2025, with supply projected to increase by 13-14% #YoY across the eight primary markets, reaching approximately 42,40,00,000 square feet, according to estimates.

This surge is driven by robust consumption-led demand, boosting absorption rates to 4,70,00,000 square feet, up from 3,70,00,000 square feet in FY2024.

- Vacancy rates are stable at 10% and expected to remain so in the upcoming fiscal year.
- Government recognition of logistics and warehousing as critical infrastructure, rapid #ecommerce growth, and positioning #India as a global #manufacturing hub are key growth drivers.

BS Business Standard • @bsindia • Mar 12

India's IT services industry is expected to witness moderate revenue growth of 4-6% in FY26, according to a report released by @ICRALimited

@VMukherjee7

Indian IT services industry to see 4-6% revenue growth in FY26: Icr

Webinar

Engaging Insights, Expert Voices

ICRA invites you to a Market Webinar on

Indian Aviation Industry: Navigating Towards Clearer Skies, Losses to Remain Range-Bound

Tuesday, December 3, 2024 4:00 PM (IST)

REGISTER NOW

ICRA's presentation will be followed by a Q&A session with the external speakers and webinar participants.

Speakers:

- Mr. Shankar Desai**
Senior Vice President and Group Head, Corporate Ratings, ICRA Limited
- Mr. Anil Singh**
Senior Vice President and Group Head, Corporate Ratings, ICRA Limited
- Mr. Subir Singh**
Vice President and Senior Head, Corporate Ratings, ICRA Limited
- Mr. Karan Singh**
Senior Vice President and Group Head, Corporate Ratings, ICRA Limited

Discussion Agenda:

- Global Trade, Demand and International Passenger Volumes
- Evolution in Operating Parameters of the Industry
- Supply Chain Challenges for the Industry: Outlook on the Export and Import of Aircraft Parts, Engines
- Profitability of the Industry
- ICRA's Outlook on the Industry

#ICRAEvents

ICRA invites you to a webinar on

Indian Banking Sector

Credit growth to slow down, pose risk to asset quality

Tuesday, October 8, 2024 4:00 PM (IST)

REGISTER NOW

ICRA's presentation will be followed by a Q&A session with the external speakers and webinar participants.

Speakers:

- Mr. Karan Singh**
Senior Vice President and Group Head, Corporate Ratings, ICRA Limited
- Mr. Anil Singh**
Senior Vice President and Group Head, Corporate Ratings, ICRA Limited
- Mr. Subir Singh**
Vice President and Senior Head, Corporate Ratings, ICRA Limited
- Mr. Karan Singh**
Senior Vice President and Group Head, Corporate Ratings, ICRA Limited

Discussion Agenda:

- Asset-liability mismatch – trend and outlook
- Why is credit growth likely to slow down?
- Implications for asset quality and profitability

#ICRAEvents

ICRA invites you to a webinar on

Union Budget FY2025

Key takeaways from the FY2025 Union Budget

Wednesday, July 24, 2024 4:00 PM (IST)

REGISTER NOW

ICRA's presentation will be followed by a Q&A session with the external speakers and webinar participants.

Speakers:

- Mr. A. Subramanian**
Executive Vice President, Corporate Ratings, ICRA Limited
- Mr. Anil Singh**
Senior Vice President and Group Head, Corporate Ratings, ICRA Limited
- Mr. E. Rameshwar**
Executive Vice President and Group Head, Corporate Ratings, ICRA Limited
- Mr. Anil Singh**
Senior Vice President and Group Head, Corporate Ratings, ICRA Limited

Discussion Agenda:

- Fiscal Highlights and Implications for the economy
- Impact on Monetary and Fiscal Policy
- Implications for the economy

#ICRAEvents #Budget2025

ICRA invites you to a web event on

Key Trends and Outlook for the Indian Commercial Real Estate Sector

Thursday, January 23, 2025 4:00 PM (IST)

REGISTER NOW

ICRA's presentation will be followed by a Q&A session with the external speakers and webinar participants.

Speakers:

- Mr. Anil Singh**
Senior Vice President and Group Head, Corporate Ratings, ICRA Limited
- Mr. Subir Singh**
Vice President and Senior Head, Corporate Ratings, ICRA Limited
- Mr. Anil Singh**
Senior Vice President and Group Head, Corporate Ratings, ICRA Limited
- Mr. Anil Singh**
Senior Vice President and Group Head, Corporate Ratings, ICRA Limited

Discussion Agenda:

- Trends in the Commercial Real Estate Sector
- Investment Opportunities in the Sector
- Challenges and Outlook
- ICRA's Outlook on the Sector

#ICRAEvents

ICRA invites you to a webinar on

Indian Gas Utilities: Trends and Outlook

Wednesday, August 28, 2024 4:00 PM (IST)

REGISTER NOW

ICRA's presentation will be followed by a Q&A session with the external speakers and webinar participants.

Speakers:

- Mr. Karan Singh**
Senior Vice President and Group Head, Corporate Ratings, ICRA Limited
- Mr. Anil Singh**
Senior Vice President and Group Head, Corporate Ratings, ICRA Limited
- Mr. Subir Singh**
Vice President and Senior Head, Corporate Ratings, ICRA Limited
- Mr. Karan Singh**
Senior Vice President and Group Head, Corporate Ratings, ICRA Limited

Discussion Agenda:

- Evolution of the Gas Sector
- Challenges and Outlook
- ICRA's Outlook on the Sector

#ICRAEvents

ICRA invites you to a webinar on

The Indian Hospitality Industry

Hotels 2025: Riding high, but what's next?

Friday, January 3, 2025 4:00 PM (IST)

REGISTER NOW

ICRA's presentation will be followed by a Q&A session with the external speakers and webinar participants.

Speakers:

- Mr. Anil Singh**
Senior Vice President and Group Head, Corporate Ratings, ICRA Limited
- Mr. Subir Singh**
Vice President and Senior Head, Corporate Ratings, ICRA Limited
- Mr. Anil Singh**
Senior Vice President and Group Head, Corporate Ratings, ICRA Limited
- Mr. Anil Singh**
Senior Vice President and Group Head, Corporate Ratings, ICRA Limited

Discussion Agenda:

- Global trends in the Hospitality Industry
- Investment Opportunities in the Sector
- Challenges and Outlook
- ICRA's Outlook on the Sector

#ICRAEvents

ICRA invites you to a webinar on

Non-Banking Financial Companies

Key Trends and Outlook for the NBFC Sector | in Focus: Small Ticket L&P

Wednesday, August 27, 2024 4:00 PM (IST)

REGISTER NOW

ICRA's presentation will be followed by a Q&A session with the external speakers and webinar participants.

Speakers:

- Mr. Anil Singh**
Senior Vice President and Group Head, Corporate Ratings, ICRA Limited
- Mr. Subir Singh**
Vice President and Senior Head, Corporate Ratings, ICRA Limited
- Mr. Anil Singh**
Senior Vice President and Group Head, Corporate Ratings, ICRA Limited
- Mr. Anil Singh**
Senior Vice President and Group Head, Corporate Ratings, ICRA Limited

Discussion Agenda:

- Global trends in the NBFC Sector
- Investment Opportunities in the Sector
- Challenges and Outlook
- ICRA's Outlook on the Sector

#ICRAEvents

ICRA invites you to a webinar on

Outlook FY2025

Tuesday, April 2, 2024 4:00 PM (IST)

REGISTER NOW

ICRA's presentation will be followed by a Q&A session with the external speakers and webinar participants.

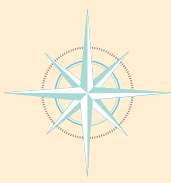
Speakers:

- Mr. Anil Singh**
Senior Vice President and Group Head, Corporate Ratings, ICRA Limited
- Mr. Subir Singh**
Vice President and Senior Head, Corporate Ratings, ICRA Limited
- Mr. Anil Singh**
Senior Vice President and Group Head, Corporate Ratings, ICRA Limited
- Mr. Anil Singh**
Senior Vice President and Group Head, Corporate Ratings, ICRA Limited

Discussion Agenda:

- Global trends in the FY2025 Outlook
- Investment Opportunities in the Sector
- Challenges and Outlook
- ICRA's Outlook on the Sector

#ICRAEvents



ICRA invites you to a Market Webinar on

The Indian Pharmaceutical Industry: Formulating for better health

Wednesday, January 8, 2025 5:30 PM (IST)

REGISTER NOW

ICRA's presentation will be followed by a Q&A session

Mr. Peter Bains
Group CEO, Arrowconcentra

Mr. Ramesh Sankaranarayanan
Executive Director, Central (P) & O&P and Product Sales, SBB Life Sciences

Mr. Manish Kumar
Senior Vice President and General Manager, Corporate Strategy, ICRA Limited

Mr. Vinay Shah
Senior Vice President and General Manager, Corporate Strategy, ICRA Limited

Discussion Agenda

- Overview of the Indian Pharmaceutical Industry
- Analysis of Performance of the Indian Pharmaceutical Industry
- ICRA Outlook

RSVP
r.s.v.p@icraevents.com

ICRA invites you to a webinar on

Thermal Generation and Power Distribution: Trends & Outlook

Thursday, June 20, 2024 4:00 PM (IST)

REGISTER NOW

ICRA's presentation will be followed by Q&A session with the external speakers and webinar participants.

Mr. Sanjay Nigam
Chief Executive Officer, ICFE Power Limited

Mr. Vikas V
Joint President & COO, Vikas Power, Corporate Strategy

Mr. Girdhar Kumar
Senior Vice President & Group Head, Corporate Strategy

Discussion Agenda

- Thermal generation power and outlook
- Trends in thermal power addition & coal availability
- Trends in other power generation
- Performance of power sector
- Distribution of power generation
- Policy trends

RSVP
r.s.v.p@icraevents.com

ICRA's webinar on

Performance of ICRA-Assigned Ratings in FY2024

Monday, April 1, 2024 4:00 PM

REGISTER NOW

The Presentation and Q&A will be addressed by:

Mr. E. Ravindran
Executive Vice President & Chief Ratings Officer, ICRA Ltd

Mr. Jatin Mehta
Senior Vice President and Head Credit Rating, ICRA Ltd

Mr. Parul Singhania
Vice President - Credit Rating, ICRA Ltd

Discussion Agenda

- Trends in rating activity (ICRA in FY2024 and a comparison with the historical rating activity)
- Factors driving the rating activity in FY2024
- Case studies on rating
- Methodology and data used in the rating of entities
- Rating outlook

RSVP
r.s.v.p@icraevents.com

ICRA invites you to a web event on

Residential Real Estate Sector

Unlocking the Boom: Epic Sales and Low Leverage. Will the Dream Run Continue?

Wednesday, August 7, 2024 4:00 PM (IST)

REGISTER NOW

ICRA's presentation will be followed by a panel discussion with external speakers and Q&A with participants.

Mr. Ramesh Kumar
Executive Vice President and Managing Director, Residential Real Estate, ICRA Limited

Mr. Ganesh Prasad
Senior Vice President and Chief Executive Officer, Housing Finance, ICRA Limited

Mr. Manoj Kumar
Chief Executive Officer, Real Estate, Housing Finance, ICRA Limited

Mr. Anand Kumar
Vice President & Group Head, Corporate Strategy, ICRA Limited

Discussion Agenda

- Sales, Leverage, ROI and Performance Trends in Residential Real Estate
- Role of Housing Finance
- Outlook for the Sector
- ICRA Rating Method

Moderator

Mr. Anand Kumar
Vice President & Group Head, Corporate Strategy, ICRA Limited

RSVP
r.s.v.p@icraevents.com

ICRA invites you to a web event on

Residential Real Estate Sector

Unlocking the Boom: Epic Sales and Low Leverage. Will the Dream Run Continue?

Wednesday, August 7, 2024 4:00 PM (IST)

REGISTER NOW

ICRA's presentation will be followed by a panel discussion with external speakers and Q&A with participants.

Mr. Ramesh Kumar
Executive Vice President and Managing Director, Residential Real Estate, ICRA Limited

Mr. Ganesh Prasad
Senior Vice President and Chief Executive Officer, Housing Finance, ICRA Limited

Mr. Manoj Kumar
Chief Executive Officer, Real Estate, Housing Finance, ICRA Limited

Mr. Anand Kumar
Vice President & Group Head, Corporate Strategy, ICRA Limited

Discussion Agenda

- Sales, Leverage, ROI and Performance Trends in Residential Real Estate
- Role of Housing Finance
- Outlook for the Sector
- ICRA Rating Method

Moderator

Mr. Anand Kumar
Vice President & Group Head, Corporate Strategy, ICRA Limited

RSVP
r.s.v.p@icraevents.com

ICRA invites you to a industry Webinar on

Specialty Chemicals: Industry Still Not Out of the Woods

Wednesday, January 15, 2025 4:00 PM (IST)

REGISTER NOW

ICRA's presentation will be followed by Q&A session with the external speakers and webinar participants.

Mr. Sankar Choudhary
Managing Director & Co-Founder, Anand Chemicals Limited

Mr. Manish Kumar
Chief Executive Officer, Corporate Strategy, ICRA Limited

Mr. Ramesh Kumar
Executive Vice President & Group Head, Corporate Strategy, ICRA Limited

Mr. Girdhar Kumar
Senior Vice President and Group Head, Corporate Strategy, ICRA Limited

Mr. Anand Kumar
Vice President & Group Head, Corporate Strategy, ICRA Limited

Discussion Agenda

- Overview of the Specialty Chemical Industry
- Overview of Indian Specialty Chemical Market
- Recent Trends in Specialty Chemical
- Outlook for the Specialty Chemical Industry

RSVP
r.s.v.p@icraevents.com

ICRA invites you to a webinar on

State Government Finances

Focus sharpeners on state governments' fiscal health

Wednesday, October 16, 2024 4:00 PM (IST)

REGISTER NOW

ICRA's presentation will be followed by Q&A session with the external speakers and webinar participants.

Mr. Pratik Patel
Senior Vice President and Managing Director, State Government Finances, ICRA Limited

Mr. Ramesh Kumar
Executive Vice President & Group Head, Corporate Strategy, ICRA Limited

Mr. Anand Kumar
Vice President & Group Head, Corporate Strategy, ICRA Limited

Discussion Agenda

- Key trends in state government finances
- Key trends in state government finances
- Key trends in state government finances
- Key trends in state government finances

RSVP
r.s.v.p@icraevents.com

ICRA invites you to a webinar on

Steel Industry

Steel Industry: Trends & Outlook | Can the steel industry's impressive growth be sustained by strong imports?

Thursday, December 12, 2024 4:00 PM (IST)

REGISTER NOW

ICRA's presentation will be followed by Q&A session with the external speakers and external questions.

Mr. Vikas V
Joint President & COO, Vikas Power, Corporate Strategy

Mr. Girdhar Kumar
Senior Vice President & Group Head, Corporate Strategy

Mr. Anand Kumar
Vice President & Group Head, Corporate Strategy, ICRA Limited

Discussion Agenda

- The steel industry - Overview of the steel industry
- Growth trends in the steel industry
- Import trends in the steel industry
- Outlook for the steel industry

RSVP
r.s.v.p@icraevents.com

Market Engagement

ICRA's Active Participation

Industry Proceedings



Virtual roundtable on draft RBI guidelines on financing of under-construction projects



Mr. Vinay Kumar G presents at Railway Station Redevelopment Conference in New Delhi



ICRA partners with ASSOCHAM for CBAM Conference



Conference on Supply Chain – Navigating Challenges and Opportunities



Industrial Parks: Challenges and Opportunities



Ms. Aditi Nayyar shares her insights on India's economic growth at ICEMA Finance Conclave 2024



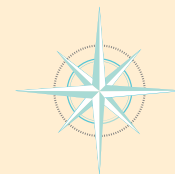
Expert panel during City Gas Distribution Summit 2024 by FICCI



Panel discussion on trends, opportunities and challenges in trade securitisation



Role of emerging tech and digital lending in helping NBFCs and MFIs evolve



ET Auto – The Month Gone By – September 2024



Conference on Road Development in India



EV Battery Market Outlook: Pricing, Leasing and Financing



Third Edition of the Economic Times Travel & Tourism Annual Conclave & Awards



Second Annual Conference on Thermal Generation in India



Evolving Landscape of Poultry Consumption in India

Market Outreach

Event Focus

Automotive and Auto Components Industry

Event Agenda

An engaging discussion organised by ICRA in Chennai

Event Focus

Commercial Real Estate Sector

Event Agenda

An engaging discussion organised by ICRA in Bengaluru

Event Focus

Market Outreach on Sustainability

Event Agenda

An engaging discussion organised by ICRA's Delhi Chapter

Event Focus

Market Outreach on Sustainability

Event Agenda

An engaging discussion organised by ICRA's Delhi Chapter

ICRA in News

Capacity utilisation of domestic steel may hit 4-yr low in FY25: ICRA

Capacity utilisation of the domestic steel industry in financial year 2025 (FY25) is poised to slip below 80 per cent for the first time in four years as cheap imports nibble at market share, ICRA said in its latest note on the steel sector.

The credit rating agency noted that the fresh upcoming capacity addition plan of 90-95 million tonne per annum (mtpa) entailing investments of \$45-50 billion, could be at risk of a slowdown unless earnings of domestic steel mills inch up from prevailing levels.

BS REPORTER

'India's Renewable Capacity may Hit 250 GW by FY26'

New Delhi: ICRA expects the installed renewable energy capacity, including large hydro projects, to climb to about 250 GW by FY26 from 201 GW as of September.

The capacity addition is likely to be supported by a large project pipeline of over 80 GW, following a rise in tendering activity in FY24, the credit rating agency said. Tendering activity remained high even in the ongoing fiscal, in line with the 50 GW annual bidding trajectory announced by the government, it added.

"The healthy renewable project pipeline and the favourable solar PV cell and module prices are expected to improve the renewable energy capacity addition to over 26 GW in FY25 from 19 GW in FY24," Girish Kumar Kadam, senior vice president & co-group head-corporate ratings, ICRA, said.

The capacity will further scale up to 32 GW in FY26, mainly driven by the solar power segment and also because of the impending expiry of the waiver on inter-state transmission system (ISTS) charges in June 2025, Kadam added.

Apart from the utility segment, ICRA expects the rooftop solar segment and the commercial and industrial segments to contribute significantly to the capacity addition.—Our Bureau

Data centre capacity expected to double by FY27, says Icr

Press Trust of India
feedback@pvti.com

NEW DELHI: India's data centre capacity is expected to reach 1,600-2,000 megawatts (MW) by FY2027, with anticipated investments of \$50,000-55,000 crore fuelled by digital boom and data localisation efforts, according to credit rating agency Icr.

The current capacity stands at 850 MW, with major players like NTT Global Data Centers, Curis Data Centers, STT Global Data Centers, Sify Technologies and Netra Data controlling 85% of the market (as of March 2024), Icr said in a statement.

Icr vice president Anupama Bhandari said the surge in data generation and the push for data localisation are driving a transformative shift in India's data centre landscape.

"The low data tariff plans, access to affordable smart-



Mumbai remains the focal point for data centre development.

phones, adoption of new technologies and growing user base of social media, e-commerce,

gaming and OTT platforms are some of the key triggers for data explosion," she said.

Moreover, artificial intelligence (AI) led demand, which is expected to increase multi-fold in the next 3-5 years, presents significant opportunities.

Around 85% of the existing capacity is in six cities with

the race, Icr said.

Mumbai remains the focal point for data centre development, contributing over 50% of existing capacity due to its strategic advantages in connectivity and power reliability, and is expected to remain the key location for the upcoming data centre capacity in India.

As demand for co-location services grows, particularly from hyperscalers and sectors like banking and IT, revenues for data centres are projected to rise sharply by 23-25% y-o-y in FY2025, Icr said.

Co-location refers to the practice of housing multiple servers and computing hardware in a shared data centre facility, reducing the costs of building and maintaining data centres.

Furthermore, as environmental concerns gain traction, Indian data centre operators are expected to increase their investment in green power from currently below 5% to an anticipated 30-25% by 2025, the credit rating agency said.

Icr revises its volume growth forecast for cement industry to 4-5%

Press Trust of India
feedback@pvti.com

NEW DELHI: Rating agency Icr has revised down its volume growth forecast for the cement industry to 4-5% at 445-450 million tonne for the current fiscal on account of sluggish construction activity.

In July this year, Icr had forecast a year-on-year volume growth of 7-8%, expecting a better pick-up in demand in the second half.

However, Icr has now revised its projection "on account of slower-than-expected ramp-up in construction activity across the housing and infrastructure sectors, post the General Elections," a statement said.

Besides, on a YoY basis, the operating profit margins declined by 175 basis points to 12% in Q2 FY2025 and by 192 bps to 11% in H1 FY2025 as prices remained under pressure due to muted demand and oversupply.

In the first half of FY25 all India cement volumes witnessed a muted rise of 2% v-o-y to 232 million tonne on account of the



In July this year, Icr had forecast a year-on-year volume growth of 7-8%.

slowdown in construction activity in Q1 during the elections, followed by the ample monsoon rainfall in Q2.

"The likely improvement in farm cash flows, backed by healthy monsoons, an upbeat kharif output and elevated replenishment levels of reservoirs supporting the rabi crop sowings, are expected to boost the rural consumption in H2, which should aid the cement demand for the rural housing segment," it said.

Moreover, sustained healthy demand for urban housing should support the pick-up in cement volumes from the housing segment.

Hospitality Revenues may Grow 7-9% in FY25: ICRA

Room for Growth



Hospitality revenues may expand 6-8% in FY26

Average room rates for premium hotels projected to rise 8% for FY25

Operating margins seen at 31-33% for FY25

This is compared to 33% for FY24 and 20-22% pre-Covid

Domestic tourism the prime demand driver in FY25

New Delhi: Credit ratings agency ICRA expects revenues of the Indian hospitality industry to expand 7-9% year-on-year in FY25 and 6-8% in FY26, despite a higher incoming base effect of the last fiscal, paced by an increase in accommodation rates.

The average room rates (ARRs) for premium hotels in India are projected to rise to ₹7,800/room for FY25 (up 8% year-on-year), and subsequently improve further to ₹8,000-₹8,400 next fiscal.

ICRA said its sample set, comprising 13 large hotel companies, is expected to report operating margins of 31-33% for FY25, compared with 33% for FY24 and 20-22% pre-Covid.

Sustained domestic leisure travel, meetings, incentives, conferences and exhibitions (MICE) demand, wedding bookings, and business travel (despite a temporary lull during the general elections) have driven demand in the financial year 2025. ICRA anticipates this trend to continue over the next 12 months.

Spiritual tourism and business from tier-II cities are expected to contribute meaningfully in FY25 as well. —ANALYSTS/ICRA/PTI

No surprises

ADITI NAYAR
It is not as if the effort to the Ministry of Finance is not in the right direction, but the pace is slow.

Restoring balance between inflation and growth

As the economy grows, the balance between inflation and growth becomes a critical factor. The Ministry of Finance is working on various measures to restore this balance.

IT sector may log mid-single digit growth in FY25

The IT sector is expected to log mid-single digit growth in FY25, driven by strong demand from the US and Europe.

moneycontrol

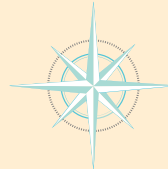
Markets News Budget 2024 Edition's Pick Tech India Portfolio Markets Commodities Mutual Funds Personal Finance

moneycontrol PRO 2024 New Year PORTFOLIO Beat Nifty by 20%

Slower growth awaits India in 2025 as private capex slackens

The challenges to growth remain the same: slackening private capex and tepid demand

R. K. RAYCHANDRAN | DECEMBER 21, 2024 | 07:13:57



Q & A

Expecting a slowdown in credit: ICRA

K Ram Kumar
Mumbai

Karthik Srinivasan, Senior Vice-President and Head - Financial Sector Ratings, ICRA, shares his outlook for the banking sector. Excerpt:

With RBI cutting current year GDP growth forecast, how will credit growth pan out?

The banking sector has been growing pretty sharply over the last two years. The challenges on high credit-deposit ratios were visible last year itself. From our perspective, we had pencilled a slower growth for FY25.

Our initial estimate was about 11.5-12.5 per cent range, but given the performance year till date and the fact that GDP growth estimates have also come down, we are likely to further revise our credit growth expectations for FY25 possibly closer to 10.5-11 per cent. A large part of it is driven by slowdown in the retail and the services segments.

How well capitalised are banks?

From a regulatory capital point of view, banks are pretty well capitalised. Last couple of years, their internal approvals have also been improving. At the current stage, they seem to be fairly comfortable.

We are expecting a slowdown in credit. We are not going to see that 18 per cent, 19 per cent, 20 per cent kind of growth that we saw in the last couple of years. The only thing that we would need to bear in mind is, a lot of public sector banks still have government shareholding of more than 75 per cent — regulatory requirement is to get the holding down to 75 per cent.

To that effect, you could see



STATE OF THE ECONOMY

Credit growth expectations for FY25 are likely to be revised closer to 10.5% to 11% due to a deceleration in key segments like retail and services, says Karthik Srinivasan, Senior Vice-President and Group Head of Financial Sector Ratings, ICRA.

<https://tinyurl.com/5d6fBankingQ225>



Also available on Spotify, Apple Podcasts and YouTube music

some capital raise. Then there are regulations still in draft stages. How they pan out would possibly decide on the quantum of capital raise. I guess the equity markets are still robust. So, you shouldn't be surprised if a few banks are actually looking at a capital raise, given that the current market multiples are pretty good.

Your outlook for credit and deposit growth for FY26?

We are still working out our numbers. This year's estimates of about 10.5-11 per cent for credit growth and possibly around 11 per cent on deposit growth is the number that we currently have for FY25.

More or less, it would be in the similar range (for FY26).

Banks' credit growth to be subdued: Icra

ICRA HAS REVISED downwards its credit growth estimate to 10.5-11% for the current financial year from the earlier 11.6-12.5%. In its recent report, the credit rating agency said that with the banks focusing on reducing their credit-to-deposit (CD) ratio and reducing their exposure to unsecured retail and NBFCs, the overall credit growth has moderated in the past few months.

Consequently, credit and deposit growth has almost aligned with each other, and Icra expects this trend to continue.

Credit growth for FY26 may ease to 9.7-10.3%, weighed down by the persisting high CD ratio and implementation of the proposed changes in the liquidity coverage ratio (LCR) framework, it said.

"The persisting high interest rates and the slowdown in credit growth would impact the margins of the banking sector. In addition, the rate transmission on yields is estimated to be faster as and when the rate cut cycle begins, which would further compress the margins," said Sachin Sachdeva, vice-president & sector head — financial sector ratings, Icra.

"Nevertheless, the return indicators are likely to remain healthy with return on assets estimated at 1.1-1.2% for FY26 and at 1.2-1.3% for FY25 compared to 1.3% in FY24," he said.

—fe Bureau

Airlines may post net loss of ₹2,000-3,000 crore in FY25 & FY26, says ICRA



SMOOTH FLIGHT. ICRA sees stable outlook for aviation on the back of better pricing discipline, aircraft infrastructure and increased connectivity to tier-II and tier-III cities

Our Bureau
Mumbai

Domestic airlines are expected to post a net loss of ₹2,000-3,000 crore in FY25 and FY26 due to weak rupee and increased costs as a result of grounding of aircraft, rating agency ICRA said in its aviation sector outlook.

However, the loss will be lower compared to previous years on account of healthy traffic growth, anticipated improvement in yields and decline in interest costs, it added.

PRICING POWER

ICRA's Senior Vice-President and Co-group Head Kinjal Shah said improved pricing power will support airlines' financial performance. Domestic air traffic is expected to grow by 7-10 per cent to 164-170 million in FY25 while international traffic by Indian carriers will rise by 15-20 per cent due to high demand from leisure segments and favourable visa policies.

As such, airlines' revenue

is expected to grow by 10-15 per cent in fiscals FY25 and FY26.

ICRA has maintained a stable outlook for the Indian aviation sector on the back of better pricing discipline, improvements in aircraft infrastructure and increased connectivity to tier-II and tier-III cities.

While there has been some improvement over the last year, 16-18 per cent of India's airline fleet (144 aircraft) is grounded.

Last year, the share of grounded aircraft was 20-22 per cent.

This has resulted in higher expenses as airlines resort to higher cost wet leases and fly less fuel efficient planes.

"ICRA believes that capacity addition for the industry will only be gradual as the supply chain challenges faced by the aircraft and engine OEMs may result in intermittent delays in deliveries."

"Further, a sizeable part of the fleet addition by airlines will be meant for expanding international operations," Shah added.

'Urban demand situation may affect firms' capex plans'

While the financial health of rated companies is expected to remain robust, firms are hesitant to start capital expenditure, RAMNATH KRISHNAN, managing director and group chief executive, Icra, tells Abhijit Lele in a video interview. Volatility in inflation still remains substantial and interest rates are not expected to come down. Edited excerpts.

We are in the busy season. Given the growth momentum, what is the assessment about capital expenditure and the outlook?

Expenditure, particularly in the private sector, is yet to go up significantly. Plans are being drawn up and some plans are getting deferred. A few days ago JSW Steel deferred its expansion plans.

Prior to the Lok Sabha elections, there was a view that people were waiting for the outcome. Most people thought the result was a foregone conclusion. But activity hasn't yet picked up.

What is weighing on the mind of corporate decision makers?

Urban consumption was holding up all of last year while rural consumption was tepid. This year there have been some signs of more unevenness coming through aggregate demand. Last year, aggregate demand was strong and was continuing to strengthen. This year, even the aggregate ticked down as shown by the consumer surveys in May and July.

And while it's gone up in the September round, it remains below the peak.

We are looking at the commentary from different companies as to how they are gauging urban demand. This may be something that would bring in a little bit of hes-

itancy in capital expenditure right away.

So companies are not confident about the durability of demand?

They are not. Also when we look at inflation, volatility remains substantial. Although we are hopeful the benefits of the monsoon both in terms of growth and inflation are ahead of us, uncertainty related to inflation has not gone.

In addition, we have geopolitics and politics and all the other things that will affect commodity prices. This is a pure macroeconomic view. But, on capex there are some more parameters coming into play in their assessments.

So if there are concerns or uncertainties lurking, the level of confidence firms will have to commit to capital expenditure is likely

to be somewhat muted.

The other concern is the fact that the interest rates aren't coming down in the near term.

So, though the Reserve Bank has changed stance in the recent policy committee meeting, it hasn't resulted in any interest rate reduction.

And we may not necessarily see any administrative opportunities until the end of this financial year. So, to that extent the cost of borrowing is likely to be higher.

What is going to be the likely level of corporate market borrowing? And what is going to

be your rating volumes?

We've seen a significant uptake in market borrowing aka bond issues in the second quarter this financial year. Bond issues went up almost 65 per cent year-on-year. It was supported largely by financial institutions.

Our expectation is that while we may not see a growth rate of 65 per cent, we expect the rate to be buoyant in the rest of this financial year. Relatively speaking, I think support will come from financial institutions, not so much from companies.

Coming to the quality of ratings, we saw the upgrade to downgrade ratio was in a healthy zone in the first half. What is the outlook for the next 12 months?

In general, the health of India Inc is good. So, we expect the credit ratio to be in the positive zone and expect the number of upgrades to exceed the number of downgrades.



India Renewable Energy to Hit 250 GW by '26: Icra
ECONOMY: MACRO, MICRO & MORE >> 9

Business Review

Rating & Ancillary Services

ICRA is a leading credit rating agency in India, distinguished by its proven track record in credit assessment and research excellence. It empowers investors, lenders, and businesses with reliable insights to make informed financial decisions. ICRA contributes to market efficiency and enhances confidence across the financial ecosystem.

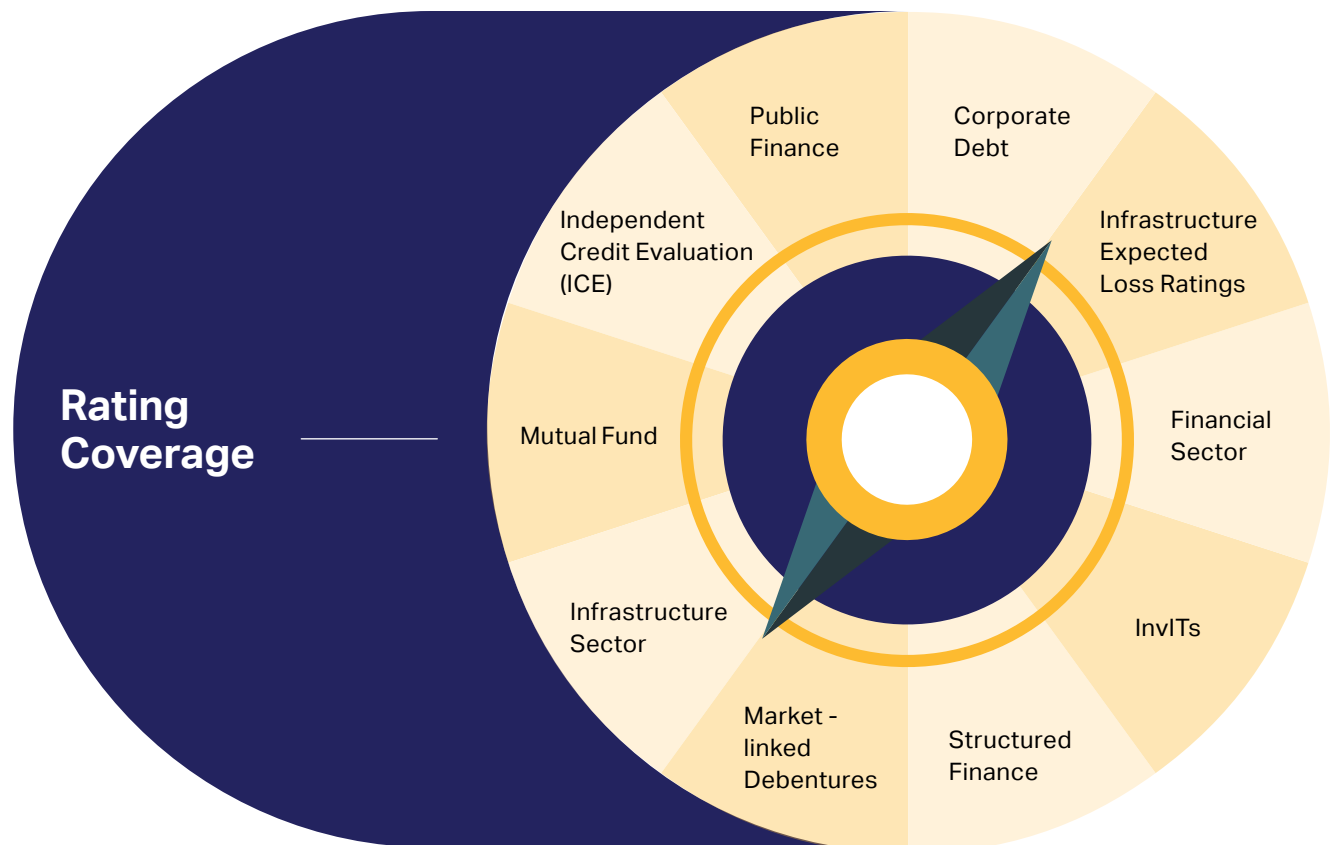
With comprehensive ratings coverage spanning over 2,500 entities, ICRA delivers nuanced credit opinions that have become industry benchmarks. ICRA follows

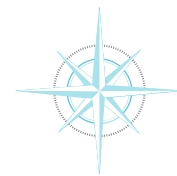
- Rigorous credit evaluation methodologies
- In-depth macroeconomic research
- Sector-specific analytical frameworks
- Timely insights on regulatory developments and market trends

For institutional investors and lenders, ICRA serves as a strategic knowledge partner providing independent credit quality benchmarks, risk assessment frameworks, comparative analysis across investment alternatives, sector outlooks and trend analysis.

₹ 294 Cr

Rating & Ancillary Services'
Revenue for FY2025





ESG Rating

Environmental, Social, and Governance (ESG) ratings have emerged as critical indicators in today's investment landscape, driven by increasing global focus on sustainable and responsible business practices. These ratings provide crucial insights into an organisation's resilience against environmental risks, social responsibility, and governance standards – factors that significantly impact long-term business sustainability and stakeholder value creation.

ICRA embarked upon ESG ratings in 2024 after receiving registration as a Category-I ESG Rating Provider (ERP) from the Securities and Exchange Board of India (SEBI).

In September 2024, ICRA assigned its first ESG rating



Business Review

Research & Analytics

Research

ICRA provides unique research offerings for 60+ sectors in India with 250+ ratings analysts with an in-depth understanding to write industry reports, leveraging their insights gained from rating companies. The research reports are tailored to meet the requirements of banks, mutual funds, insurance companies, PEs, venture funds and corporates.

₹ 204 Cr

Research & Analytics' Revenue
for FY2025

Economy Reports

ICRA Ratings offers unbiased analysis backed by our in-depth analysis of various corporate and financial entities.

Sector Reports

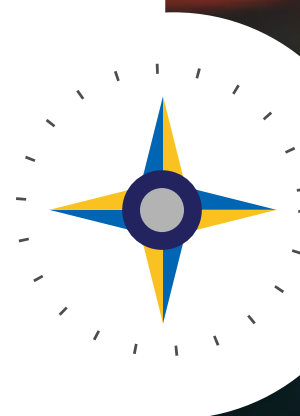
- BFSI
- Climate series
- Corporate
- Cross-structural trends and outlook
- Outlook
- Structured finance

Credit Perspective Reports

- Key rating considerations
- Rating sensitivity factors
- Rating rationale
- Company profile
- Business update and outlook
- Financial update and outlook

ICRA Analytics

ICRA Analytics offers a wide range of products, services and solutions across Risk Management Services, Market Data & Knowledge Services. It serves banks, NBFCs, fund managers, corporates and industry associations among others.





Corporate Overview

Business Review

ESG

Statutory Reports

Financial Statements

ESG

Building Sustainable Practices

We are committed to integrating ESG considerations into our business operations and fostering a culture of sustainability across the organisation. We believe that by embracing ESG principles, we can create value for our stakeholders, contribute to a more sustainable future, and enhance our reputation as a responsible and ethical organisation.



Corporate Overview

Business Review

ESG

Statutory Reports

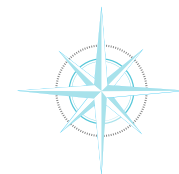
Financial Statements

ESG

Environment

Sustainable Development Goals (SDGs)





ICRA, as an organisation, remains committed to doing its part by fostering and supporting environmentally sustainable practices within our operations. We regularly educate our employees on reducing paper waste and practising waste segregation. Additionally, our environmental curriculum covers topics like waste segregation, so that such information makes employees aware of how their daily decisions and actions can help contribute to environmental protection. ICRA is determined to cut down paper waste by ensuring responsible consumption and awareness among employees.

Awareness and Training

Employees are engaged through an environmental awareness curriculum that includes a dedicated online training module on Environmental Sustainability and Health & Safety. Visual prompts, posters, and regular reminders across office spaces support continued learning and nudge employees towards mindful choices such as switching off unused devices, conserving water, or choosing sustainable alternatives. These efforts aim to deepen understanding and encourage sustained behavioural change.

Paper and Waste Reduction

ICRA is actively working to minimise paper consumption and foster responsible waste segregation. Routine educational campaigns encourage employees to opt for digital documentation, print only when necessary, and dispose of waste correctly. The curriculum reinforces the value of such everyday decisions and connects them to broader environmental impact.



Resource Efficiency

With a focus on reducing operational footprint, ICRA has introduced LED lighting, sensor-based taps, and indoor air-purifying plants across its offices. These efforts not only improve energy and water efficiency but also contribute to a healthier and more calming workspace for employees.

Waste Management

ICRA has implemented responsible disposal systems for e-waste, batteries, and other potentially harmful materials. UPS batteries, for example, are safely collected and sent to certified recyclers, ensuring adherence to environmental standards and reducing landfill pressure.

Carbon Footprint Reduction

The adoption of a hybrid work model has had a measurable environmental benefit, significantly reducing daily commuting and the need for physical office resources. This model supports both employee well-being and ICRA's ongoing efforts to lower its carbon emissions.

ESG

Social People

SDGs:



Skill Development



Education



Women Empowerment

We value our people as the foundation of our achievements and growth. We are committed to fostering a supportive environment that empowers employees to grow within their roles while aligning with our core values.

ICRA is committed to advancing the Sustainable Development Goals through inclusive and people-centric initiatives. We foster a diverse and empowering workplace, promote continuous learning, and celebrate cultural moments that strengthen team spirit. Through volunteering and community engagement, our employees actively contribute to social causes, supporting education, skill development, and women's empowerment. These efforts reflect our dedication to creating a meaningful impact both within and beyond the organisation.

Diversity and Inclusion

ICRA believes that everyone deserves a chance and an opportunity to showcase their work skills. ICRA has employed people with special abilities and created awareness among the workforce on better ways of communicating through a session on sign language in collaboration with an NGO.

Training and Development

We aim to enhance employee skills for excellence. Tailored programmes cater to campus hires, first-time managers, and junior-level executives, emphasising self and team effectiveness. These initiatives include knowledge-sharing sessions, assignments, presentations, and Q&A with company leaders, fostering open communication and collaboration.

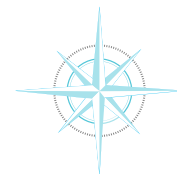
1,204

Total hours of training

33%

Females in workforce





Volunteering Activities

Our employees are committed to dedicating their time and expertise to support the beneficiaries of ICRA's CSR initiatives, and ICRA appreciates their unwavering contribution. Employees have actively participated in an array of social initiatives, showcasing their dedication to giving back to the community. Group ICRA volunteers conduct various activities that promote recreation, creative art, and sports among its CSR beneficiaries to boost the mental and emotional health of our beneficiaries. These events rejuvenate children during their learning phase.

Furthermore, employees conducted workshops for women entrepreneurs, empowering them with skills and knowledge to enhance their ventures and boost self-reliance. Additionally, they held art activities for students, providing a platform to nurture creativity and self-expression among young minds.



ESG

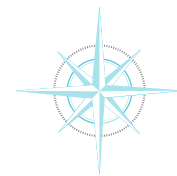
Social Employee Engagement

At ICRA, employee engagement is driven by a culture of trust, openness, and shared responsibility. Through year-round fun activities and celebrations, we foster unity, belonging, and a safe, inclusive workplace where employees feel comfortable and valued.

Team Offsites: A Team that Plays Together Stays Together

We conduct annual team offsites across our offices to foster our culture of collaboration, innovation, and team bonding as we work towards greater excellence. All of us had a unique opportunity for employees to connect in person, forming new relationships and strengthening existing ones. A big thank you to everyone who made these sessions insightful and impactful.





Celebrations

ICRA encourages employees and their families to participate in key events. Celebration like kids' day boosts employee morale and have fostered a family-friendly workplace culture, enhancing overall job satisfaction at ICRA.

The ICRA family across locations celebrated the festival of lights. Each office was adorned with beautiful décor including intricate rangolis and illuminating diyas, and colleagues dressed in elegant traditional ensembles to share the festive spirit. From intimate team gatherings to shared moments of laughter, the celebrations captured the essence of togetherness that defines both Diwali and ICRA's culture. The festivities showcased our diverse yet unified spirit, with each location adding its distinct cultural flourishes to the celebration.



Lighting up the workplace with joy and togetherness —
Diwali celebrations at the office!



Welcoming New Leadership to the ICRA Board and Honouring Legacy

At an event in Mumbai, the outgoing ICRA's Independent Directors were farewelled, and new Independent Directors were welcomed. The gathering included Moody's and ICRA Board members, senior management, and various stakeholders.



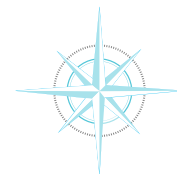
From left to right: Moody's and ICRA Board members including Senior Leadership — Mr. Platt, Mr. Cahill, Ms. Kak, Ms. Cheong, Mr. Fauber, Mr. Jayakumar, Mr. Kanakia, Mr. Long and Mr. Krishnan— gracing the occasion with their presence

Leadership Connect: Fostering Collaboration and Engagement

Our leadership team came together for a focused engagement aimed at strengthening collaboration, building meaningful connections, and fostering a shared vision for the future. The meet served as a platform to exchange ideas, reinforce trust, and cultivate a culture of openness and alignment across teams. Such interactions continue to play a vital role in driving collective success and organisational cohesion.

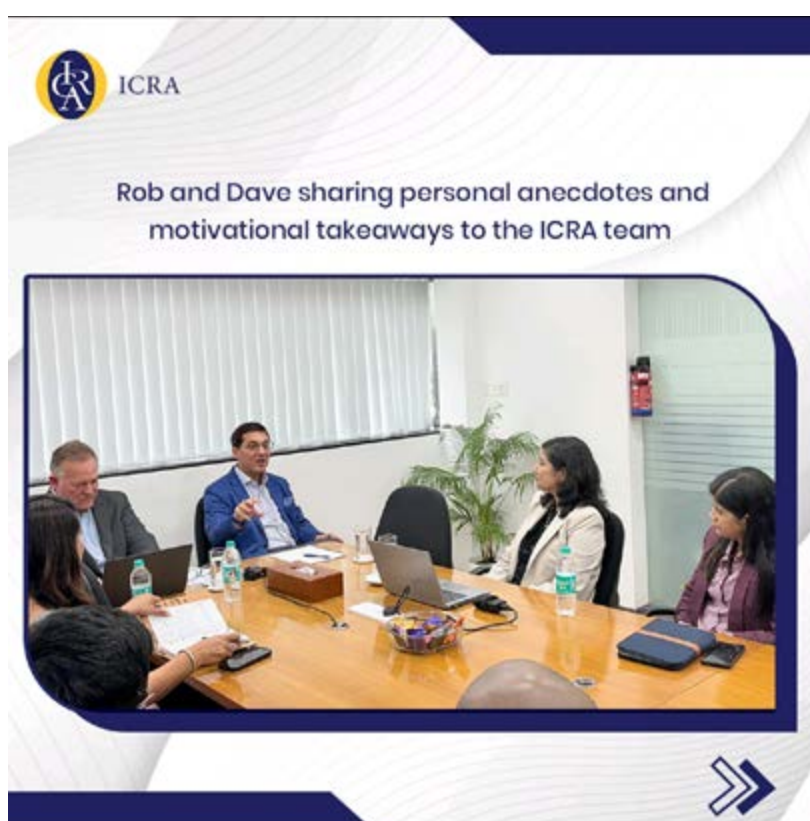


Mr. Krishnan, Managing Director & Group CEO, addressing the ICRA team with inspiring insights and a vision for the future



Leadership in Conversation

A Fireside Chat with Rob Fauber, President & CEO, and David Platt, Chief Strategy Officer of Moody's Corporation.



ESG

Social Communities

We strive to build a better tomorrow for our communities through creativity and compassion. At Group ICRA, along with business excellence we strive to create a positive social impact by leveraging our resources and expertise through impactful CSR initiatives. We try to promote a more inclusive society by focusing on skill development, women's empowerment, and education.

Digital Inclusion for Young Aspirants (DIYA)

Diversity and inclusion

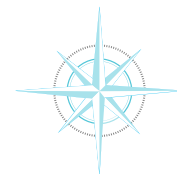
Group ICRA believes that knowledge is power, and developing skills among youth is a key to sustainable livelihood. ICRA has trained many youths in skills that are an industry requirement. Self-confidence, work competency and support for business operations have helped the youth prepare for organisations, industries and institutions.

This collaboration has paved a livelihood path for many youths over the years. The setting of this course is in a semi-rural setting and ensures placement in the IT and communication sector. This programme has been implemented in Barasat, Magrahat in West Bengal, and Bengaluru in Karnataka.

450

Youth covered





Women Entrepreneurship Programme

Women empowerment initiatives have always had a positive impact on the development of an economy. ICRA envisions, a stable path be established to help women in financial independence through trainings that lead them to become entrepreneurs. Whether to run their own businesses or draw a path for financial independence, ICRA has implemented this initiative in Gandhinagar, Ahmedabad, and Kheda region of Gujarat.

These women successfully completed their trainings with the help of mentors and presented their work at interstate exhibitions and scaled their business through business networking and presenting the products on online platform for better exposure and recognition.

500

Women sponsored



Sustainability at ICRA

ICRA's CSR implementing partners integrate sustainability into their programmes. Climate resilience sessions for women entrepreneurs combine financial literacy and business management with sustainable practices. By applying the 3Rs — Reduce, Reuse, Recycle, participants have turned waste materials like paper and textiles into profitable packaging solutions. These sessions also emphasise responsible business practices to support environmental preservation. Education initiatives that are supported by ICRA are partnered with institutions that run on solar energy for its energy needs, have water harvesting systems for water requirements and eco clubs where children learn about waste management, kitchen gardening and educational visits to biodiversity parks.



Sponsorship Programme

Education is a valuable asset and is important to the growth and development of an individual. With this vision, Group ICRA runs its Sponsorship Programme through multiple implementing partners across India. It is committed to providing education to children from poor strata of society for a better future. It offers quality education to children in locations like Nuh, Gurugram, Thakurpur, Bangalore, Powai, Vikhroli, among others.



In collaboration with NGO partners who are specialists in education, ICRA tries to provide children from marginal groups with the services of the best academicians and a decent infrastructure. For many children, a facility like a functional classroom, science/computer lab and library was a distant dream, but with the help of our implementation partners like VIDYA, Parivaar, Jai Vakeel Foundation, and Deepalaya, this dream has come true for the underprivileged.



Some of the Key Highlights from our Initiatives

- Improved IT infrastructure for students
- Teaching by qualified academicians
- Teachers trained for better learning methods
- Inclusion of children from tribal communities

ICRA's consistent commitment to education has yielded significant results. Through initiatives like the Digital Empowerment Programme and the VIDYA Center of Excellence, we have improved educational facilities, enhanced teacher training, and facilitated technology integration. These efforts, along with our partnership with Parivaar NGO to educate children in tribal communities of West Bengal, Odisha, and Jharkhand, aim to foster a more equitable learning environment. By focusing on literacy, numeracy, and life skills, we empower learners with the knowledge and skills necessary for future employability and financial stability. We believe that investing in education is crucial for breaking the cycle of poverty and building a more inclusive and prosperous society.

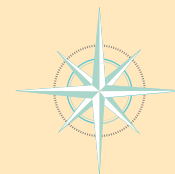
2,813

Underprivileged students benefitted

335

Students with intellectual disability - impacted through educational initiatives





Success Stories



Akhway Saha From Rejection to Resilience

In the rural heart of Barasat, Akhway Saha faced repeated job rejections after graduation due to a lack of skills. But his determination never wavered. A seminar by Anudip Foundation, supported by ICRA, opened a new path. Enrolling in a digital skills course, Akhway gained the confidence and capabilities he needed. Today, he's employed as a Process Associate in Kolkata—proof that with the right support, perseverance can turn setbacks into success.



Rinki Mondal Redefining Possibilities

Growing up in a small village in South 24 Parganas, Rinki Mondal battled financial hardship and societal expectations. Determined to support her family, she joined Anudip Foundation's IT and communication programme, backed by ICRA. With every session, her confidence grew. Now working as a Customer Care Executive, Rinki not only supports her siblings' education but also inspires other women to dream beyond limits.



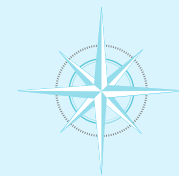
Drashti Kadiya Art That Walks Far

In the bustling lanes of Dariyapur, Ahmedabad, Drashti Kadiya turned her love for art into a business—hand-painted footwear. But limited exposure and digital barriers held her back. With training and mentorship from FWWB, supported by ICRA, Drashti learned to scale her brand, market online, and grow her customer base. Today, her designs are gaining city-wide recognition, and she's paving the way for local artisans to dream bigger.

Governance

Board of Directors

At the heart of our governance lies a commitment to conduct business with integrity. We prioritise ethical practices, ensure transparency in operations, and maintain fairness in all dealings, while diligently safeguarding stakeholder interests.

**Mr. Palamadai Sundararajan Jayakumar****Non-Executive Chairman and Independent Director**

Mr. Jayakumar began his career at Citibank NA in 1986, rising to Co-Head of Citibank India and holding senior roles in the Asia Pacific region. In 2015, he became the first private-sector professional to lead a public sector bank, serving as MD & CEO of Bank of Baroda (2015-19). Under his leadership, Bank of Baroda underwent a major transformation, successfully integrating Dena Bank and Vijaya Bank, paving the way for further consolidation in the public banking sector.

Beyond banking, Mr. Jayakumar co-founded VBHC Value Homes and Home First India, a listed entity addressing affordable housing challenges. He continues as Non-Executive Chairman of VBHC.

Currently, he serves as Chair and Independent Director across multiple sectors, including manufacturing, financial services, pharmaceuticals, media, and logistics. Additionally, he actively mentors startups and is a Governing Board member at the Indian Institute of Corporate Affairs.

Mr. P. S. Jayakumar is a Chartered Accountant from ICAI, an MBA from XLRI Jamshedpur, and a Gurukul Chevening Scholar at the London School of Economics.

**Mr. Pradip Kanakia**
Independent Director

Mr. Pradip Kanakia is a seasoned finance and governance professional with expertise in accounting, auditing, compliance, strategy, and performance management. A Chartered Accountant (both in England & Wales and India), he has held leadership roles at Price Waterhouse and KPMG over a 36-year career.

As Lead Engagement Partner, he audited top Indian and multinational firms reporting under Ind-AS, IFRS, and US GAAP for over 23 years. As a national leader at PwC and KPMG, he played a pivotal role in business transformation, driving growth and profitability while turning around underperforming units.

Currently, Mr. Kanakia serves on the boards of several listed companies and mentors high-growth startups on their IPO journeys. He also led a widely recognised Non-Executive Directors (NED) Program at Price Waterhouse for 10 years, engaging Independent Directors, CFOs, and Compliance Officers.

A strong advocate of high performance and collaboration, he has led thousands of professionals, nurturing a culture of innovation, strategic thinking, and stakeholder engagement.

**Ms. Anuranjita Kumar**
Independent Director

Ms. Anuranjita Kumar is a seasoned human resources leader with over three decades of global experience across Asia, North America, and Europe. She has held senior HR roles at Citi, Natwest (formerly RBS), and P&G, shaping talent strategies and fostering diverse corporate cultures. As Head of HR for Citi South Asia, she developed deep cross-cultural expertise, guiding organisations through global workforce dynamics.

Her career has been dedicated to developing HR strategies, nurturing talent, and building inclusive corporate environments. Currently, she is the Founder & CEO of We-Ace, a global platform for digital coaching and mentoring.

Ms. Kumar's contributions have earned her multiple accolades, including The Economic Times' 'Women Ahead List 2018' and recognition as a Diversity & Inclusion Leader (2019) by House of Rose Professionals. She was also among the Top 100 HR professionals by World HRD Congress (2015).

With a bachelor's degree in industrial and organisational psychology from Delhi University and an MBA in HR from XLRI Jamshedpur, she continues to drive workplace transformation, leadership development, and diversity advocacy on a global scale.

Governance



Ms. Wendy Huay Cheong

Non-Executive & Non-Independent Director

Ms. Wendy Cheong is Managing Director and Regional Head of Asia Pacific (APAC) for Moody's Ratings, as well as CEO of Moody's Ratings, Singapore. In this role, she leads the development and execution of regional strategies and geographic initiatives across APAC, including ensuring compliance with evolving regulatory changes and expanding the company's presence and business activities.

Ms. Cheong also serves as Executive Board Member for all Moody's Ratings entities in APAC as well as Non-Executive Director for its domestic rating agency affiliates in China, India, Korea, Malaysia and Vietnam. Ms. Cheong also represents the region as a member of Moody's Corporation's Global Operating Committee.

Throughout her 16-year tenure at Moody's, Ms. Cheong has held various global and regional roles in New York, Hong Kong and Singapore, including as Chief of Staff to Moody's global President/CEO and Head of Strategy for APAC.

Prior to joining Moody's, she held senior positions in strategy, sales and marketing at Prudential PLC and SingTel.

Ms. Cheong is committed to philanthropy and gender equality. She had served on the Board of the Asian Venture Philanthropy Network from 2020 to 2023 and was global executive sponsor of Moody's Women's Business Resource Group, championing initiatives that empower women in the workplace.

Ms. Cheong holds a Bachelor of Arts in Southeast Asian Studies from the National University of Singapore.

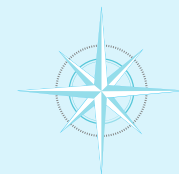


Ms. Shivani Priya Mohini Kak

Non-Executive and Non-Independent Director

Ms. Kak is Managing Director and Head of Investor Relations Finance at Moody's Corporation. She manages effective communications with the analytical community and existing & potential shareholders. Before this, she managed the US Structured Finance Relationship Management team within the Commercial Group. She also sits on Moody's Operating Committee. She joined Moody's in 2008 as a European RMBS analyst. In 2011, she moved to the Commercial Department to focus on structured finance business development. She also spent time in the Product Management Group. Before joining Moody's, she was a Director at Lehman Brothers, specialising in structured finance.

Ms. Kak holds an MBA from the Johnson School at Cornell University and a B.Sc. (Hons.) in Russian and European Studies from the University of Surrey.



Mr. Stephen Arthur Long
Non-Executive and Non-Independent Director

Mr. Long is a Managing Director and Global Co-Head of Banking. He is co-responsible for global bank ratings and is based in London, where he primarily focuses on banks in Europe, the Middle East and Africa (EMEA). From 2010 to 2022, he held a similar role when he was based in Hong Kong and primarily focused on banks in Asia Pacific.

From 2022 to 2025, he was the Managing Director and Regional Head of EMEA for Moody's Ratings. Mr. Long served as the Country Manager for the United Kingdom for Moody's Ratings. He was responsible for core business strategy, governance, and oversight in the EMEA region. Additionally, he handled policy and regulatory outreach and oversaw and expanded Moody's investments in domestic credit rating agencies in EMEA.

Prior to joining Moody's, Mr. Long worked at J.P. Morgan in London, Tokyo, and Hong Kong in various senior credit, research, and rating advisory positions. From 1990 to 1996, he was a bank analyst at S&P Global in London and Paris.

Mr. Long graduated from the University of Oxford, studying philosophy, politics, and economics.



Mr. Brian Joseph Cahill
Non-Executive, Non-Independent Director

Mr. Brian Joseph Cahill is Vice Chairman, Moody's Ratings Asia Pacific, providing strategic and operational support across key business initiatives, including domestic credit rating affiliates in India and Vietnam. He also engages with policymakers and regulators, supporting Moody's Ratings and sustainable finance efforts.

Previously, Mr. Cahill was Global Head of Sustainable Finance at Moody's Ratings, leading the integration of ESG factors, including climate risk, into credit ratings, analytics, and research. He also spearheaded Moody's sustainable finance solutions, such as second-party opinions and net-zero assessments, helping market participants evaluate sustainability claims in the fast-growing sustainable finance market.

From 2002 to 2020, he was Regional Head of Moody's Corporate Finance and also led Asia's project & infrastructure team (2009-18) and financial institutions team (2009-16).

Prior to joining Moody's, Mr. Cahill practised law. He holds an MA and Master of Law from Cambridge University.



Mr. Ramnath Krishnan
Managing Director and Group CEO

Mr. Krishnan joined ICRA in July 2020 as President of Ratings and was appointed Chief Rating Officer in November 2020, a position he held until October 22, 2021. He is a senior, experienced banker with over 33 years of national and international experience in different areas of banking. He held senior positions at HSBC India for 23 years, and his last role in HSBC was Country Chief Risk Officer at HSBC Malaysia. Just prior to joining ICRA, Mr. Krishnan was the Chief Risk Officer at RBL Bank.

Mr. Krishnan holds a B.A. degree in Economics from Loyola College, Chennai, and is a Cost and Works Accountant and a Chartered Accountant.

Governance

Senior Management



Mr. Ramnath Krishnan
Managing Director & Group CEO



Mr. Amit Kumar Gupta
General Counsel



Mr. Venkatesh Viswanathan
Group Chief Financial Officer



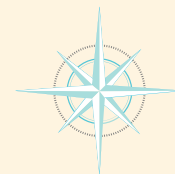
Ms. Sheetal Sandhu
Group HR Head



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



Mr. Anand Iyer
Group Chief Technology Officer

**Mr. L. Shivakumar**

Executive Vice President & Chief Business Officer at ICRA Ltd, and Chief Executive Officer at ICRA ESG Ratings

**Mr. Jayanta Chatterjee**

Managing Director & Chief Executive Officer, ICRA Analytics Limited

**Mr. Abhishek Dafria**

Head - Group Strategy & Business Transformation

**Ms. Aditi Nayar**

Chief Economist & Head - Research and Outreach

**Mr. S. Shakeb Rahman**

Company Secretary & Compliance Officer

Corporate Information

Board of Directors

Mr. Palamadaï Sundararajan Jayakumar, Chairman,
Independent Director

Mr. Pradip Kanakia,
Independent Director

Ms. Anuranjita Kumar,
Independent Director

Ms. Wendy Huay Huay Cheong,
Non-Executive and Non-
Independent Director

Ms. Shivani Priya Mohini Kak,
Non-Executive and Non-
Independent Director

Mr. Stephen Arthur Long,
Non-Executive and Non-
Independent Director

Mr. Brian Joseph Cahill,
Non-Executive and Non-
Independent Director

Mr. Ramnath Krishnan,
Managing Director & Group CEO

Audit Committee

Mr. Pradip Kanakia, Chairman

Mr. Palamadaï Sundararajan Jayakumar

Ms. Wendy Huay Huay Cheong

Nomination and Remuneration Committee

Ms. Anuranjita Kumar,
Chairperson

Mr. Pradip Kanakia

Ms. Wendy Huay Huay Cheong

Stakeholders Relationship Committee

Ms. Shivani Priya Mohini Kak,
Chairperson

Mr. Palamadaï Sundararajan Jayakumar

Mr. Ramnath Krishnan

Corporate Social Responsibility Committee

Ms. Anuranjita Kumar,
Chairperson

Ms. Shivani Priya Mohini Kak

Mr. Ramnath Krishnan

Strategy Committee

Ms. Wendy Huay Huay Cheong,
Chairperson

Mr. Brian Joseph Cahill

Mr. Ramnath Krishnan

Risk Management Committee

Mr. Stephen Arthur Long,
Chairman

Mr. Pradip Kanakia

Mr. Ramnath Krishnan

Ratings Sub-Committee

Mr. Brian Joseph Cahill,
Chairman

Mr. Palamadaï Sundararajan Jayakumar

Mr. Stephen Arthur Long

Statutory Auditors

Deloitte Haskins & Sells
Chartered Accountants

General Counsel

Mr. Amit Kumar Gupta

Group Chief Financial Officer

Mr. Venkatesh Viswanathan

Company Secretary & Compliance Officer

Mr. S. Shakeb Rahman



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Directors' Report

To,
The Members,
ICRA Limited

Your Directors have the pleasure in presenting the 34th Annual Report of your Company along with the Audited Financial Statements for the Financial Year ('year') ended March 31, 2025.

Financial Performance

Revenue from consolidated operations for the year was ₹ 49,802 lakhs, compared to ₹ 44,611 lakhs in the previous year, an increase of 11.6%. The overall Operational Expense for the year was ₹ 34,146 lakhs, against ₹ 32,122 lakhs in the previous year. Profit after tax was ₹ 17,120 lakhs, against ₹ 15,224 lakhs in the previous year.

(in ₹ lakhs)

Particulars	Consolidated		Standalone	
	FY2025	FY2024	FY2025	FY2024
Revenue from operations	49,802	44,611	28,672	25,124
Other income	7,741	7,497	10,205	9,096
Total income	57,543	52,108	38,877	34,220
Total expenses	34,146	32,122	19,982	19,536
Profit before tax	23,397	19,986	18,895	14,684
Total tax expense	6,277	4,762	4,076	2,368
Profit after tax	17,120	15,224	14,819	12,316
Total other comprehensive income, net of tax	(64)	(149)	(15)	(49)
Total comprehensive income for the year	17,056	15,075	14,804	12,267

Review of Operations

Ratings & ancillary services

Market and Business Overview

India continues to be a bright spot in the global uncertainty, even though its pace of economic growth eased somewhat in FY2025. The primary engines of growth of the previous year, namely, the Government's infrastructure spend, and urban consumption showed moderation even though they continued to drive growth. Election-related activity, weather-induced disruptions and a chastened retail NBFC segment saw ebbed consumer sentiments. Geopolitical tensions kept uncertainty high leading to recessionary expectations in various key global markets.

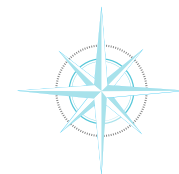
Bank credit outstanding grew at a markedly slower pace of 10.9% in FY2025 compared with 16.3% in the previous year, largely reflecting the higher risk perception towards the NBFCs and a dip in demand from the micro & small industries segment. Deposit mobilisation challenges faced by banks also stymied credit growth. Similarly, the bond issuances grew at a slower pace than that in the previous year – a rise of 7.2% in FY2025 compared to 17.2% in the previous year despite higher-rated entities preferring bonds, reflecting a year of varying risk perception as well as uneven liquidity. Commercial Papers [CPs] outstanding expanded by 14% in FY2025 compared with 9.9% in FY2024 as the NBFCs and security broking companies issued more CPs to avail cheaper funds as banks turned cautious towards this segment.

The credit rating industry grew on issuances from currently rated as well as new to market entities. Your Company continued its focus, as in recent years, on the growth segments of the economy, namely, infrastructure and financial sector, and has grown well in both these segments, enhancing its market position. Your Company continues to be a preferred rating agency, particularly in the market debt segment as it is well respected for its rating accuracy and timely actions.

Your Company added several new clients, including some large entities, and has also rated several novel transactions in FY2025, with a few noteworthy ones being:

- Revolving PTC transactions with additional structural features built in for the revolver period
- PTC transactions with trade receivables and lease rentals as the asset class
- The largest commercial office REIT
- The largest hybrid renewable project by a leading IPP in the country
- A leading 'Battery as a Service (BaaS)' player catering to the EV segment
- Intraday bank lines for a few AMCs

Your Company, in FY2025, was able to grow in terms of revenue in all the key segments, namely corporate, infrastructure and financial. Going ahead, while the focus



would continue to be on infrastructure and financial segments, there would be renewed focus deepening the presence in specific corporate segments.

Macroeconomy

The pace of GDP expansion moderated in FY2025, with growth in H1 dampened by transient factors such as the Parliamentary elections and weather-related issues (heatwave in Q1, excess rains in Q2 in parts of the country). Subsequently, GDP growth improved in H2 FY2025 even as tariff-related developments brought in some uncertainty into the outlook.

The outlook for domestic consumption and Government investment remains largely intact. Rural demand is likely to be upbeat, aided by badi cash flows and above-normal reservoir levels, even as early signals suggest an above-normal monsoon. Nevertheless, well-distributed and timely monsoon rains remain the key to support farm sentiments and incomes beyond H1 CY2025. The combination of the sizeable income-tax relief in the Union Budget for FY2026, rate cuts leading to lower equated monthly instalments (EMIs), and a moderation in food inflation is expected to boost household disposable incomes and urban consumption in FY2026.

The Gol's capex is budgeted to rise by 10.1% in FY2026, which augurs well for investment activity, especially if spending is front-loaded. Besides, the outlook for residential investment appears healthier, auguring well for construction activity.

Given the heightened uncertainty around trade policies and the associated disruption in trade and sentiment, the outlook for merchandise exports and private capex, especially in export-oriented sectors, appears muted. In ICRA's view, the relative tariff scenario in relation to the US is going to continue to evolve as the year progresses. At this juncture, ICRA estimates the GDP growth to print at 6.2% in FY2026.

India's average CPI inflation is expected to ease below 4.0% in FY2026, the mid-point of the Monetary Policy Committee's (MPC's) medium-term target band of 2-6%. After the 50 bps rate cuts seen in 2025 so far, and the change in stance to accommodative, ICRA expects an additional 50 bps of repo reduction over the June and August 2025 policy reviews. With systemic liquidity turning into a surplus, borrowing costs would in turn ease over the course of the year.

Corporate and Infrastructure Sector

The Indian corporate sector presented a mixed picture supported by consumption activity, while investment activity was subdued. While revenue growth of India Inc was supported by improved rural demand and an

increase in realisations in a few sectors during the year, the improvement in earnings for the sector was curtailed by an increase in the cost of some inputs, as well as a weakening of the ₹ vs. the USD.

ICRA expects urban and rural demand to improve in FY2026; commodity prices are likely to display a mixed trend, given the global uncertainties whereas the INR has appreciated considerably relative to the USD, since the start of this fiscal.

Private capital expenditure (capex) was muted in FY2025. Weak domestic consumption, especially urban, muted export demand, and influx of cheap Chinese imports in some sectors, among other factors, restricted the capacity expansion plans of Indian corporates. Deleveraged corporate balance sheets, together with improving cash flows from operations, point towards favourable conditions for an upturn in the private capex cycle. The policy rate cut by the RBI during H1 CY2026 and a high probability of a further rate cut over June to August 2025 would be an additional enabler. However, the recent trade tariffs levied by the US across countries and the associated uncertainties with respect to global trade flows, as well as evolving geopolitical concerns, could delay the anticipated pick-up.

Overall, ICRA expects the private capex cycle to remain muted in view of the uncertainties around geopolitical developments and relatively subdued outlook on merchandise exports from India. Nonetheless, certain sunrise sectors such as electronics, semi-conductors and niche segments within the automotive space like electric vehicles will continue to see a scale-up in investments, in line with the various production-linked incentives (PLI) announced by the Government of India.

On the infrastructure sector front, the National Infrastructure Pipeline (NIP) was launched in 2019 with ~6,835 projects with an investment of ~₹ 111 trillion. Since its launch, several projects have been added, resulting in significant increase in overall planned investments to ₹ 163 trillion. About 85% of the NIP investments are concentrated in four major sectors – transport, energy, real estate and water management. Six sub-sectors under these four main sectors - roads, railways, metro, renewable energy (RE) and non-renewable energy and transmission lines, account for ~60% of the NIP investments. To meet the NIP targets, a significant ramp-up in budgetary allocations would be required in the next couple of years. This is also reflected in the increase in capex allocations by the Government of India to ₹ 11.2 trillion in FY2026 BE, a growth of 10.1% from the ₹ 10.2 trillion estimated in FY2025 RE, which augurs well for the sector.

Directors' Report

While a large share of the funding will be coming from the Central and the state allocations and public-sector infrastructure NBFCs, the corporate bond market is also expected to play a modest role. Moreover, asset monetisation through InvITs is expected to gain traction and is estimated at ₹ 1.2-1.5 trillion in the next three years, which will benefit both the bond market issuances as well as bank loans through refinancing.

Financial Sector

In line with the regulatory push to slow down the credit growth in certain segments such as lending to non-banking finance companies (NBFCs) and unsecured lending, to prevent overheating and potential asset quality pressures, the banking sector credit growth declined sharply to 10.9% in FY2025 from 16.3% in FY2024. With the significant moderation in bank credit flow to the aforesaid segments in FY2025, the regulator has reversed the higher risk weights on such lending to the NBFCs from April 1, 2025.

Driven by a high credit-to-deposit ratio (CD ratio) and the RBI's intervention in the forex market, the liquidity of the banking system turned into deficit in the latter half of the financial year. To address the same, the regulator took several measures to infuse temporary as well as durable liquidity, which, coupled with the cut in policy rates, resulted in the reduction in bond yields by the end of the year. While the cut in repo rate and consequent decline in lending rates could spur demand for credit, we however, expect the bank credit growth to remain flattish in FY2026 at 10.4-11.2% as the CD ratio remains elevated. The CD ratio of banks further increased to 80.7% by March 2025 from 80.2% as of March 2024, which means that the headroom for credit growth will be driven by banks' ability to mobilise the incremental deposits at competitive rates. While the wholesale deposit rates have already declined, the deposit rate cuts in the retail segment have also commenced; the speed and extent of the same will influence banks' ability to reduce their lending rates.

The growth in assets under management (AUM) for the overall NBFC sector is also estimated to have moderated to around 13-15% in FY2025 from 18% in FY2024, largely driven by the slowdown in the retail NBFC credit expansion. ICRA expects the retail credit growth of NBFCs (including housing finance companies) to ease to 16-18% in FY2025 from 25% and 21%, respectively, in FY2024 and FY2023. Asset quality concerns emerging from overleveraging in some borrower segments and the regulatory tightening, by way of increased risk weights for bank credit to NBFCs, higher risk weights on the consumption loans and a nudge from the regulator for a moderation in the credit expansion also contributed to the growth slowdown. This resulted in a significant reduction

in the unsecured loan segment growth, including a decline in the microfinance book, and moderation in the growth rates in the other asset segments, on the back of a higher base of the previous year.

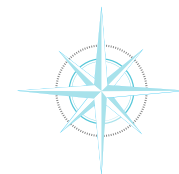
The subsequent removal of higher risk weight for bank credit to the NBFCs and the proposed expansion in the scope of co-lending framework shall work favourably for the sector in FY2026. Retail NBFC credit expansion in FY2026 is estimated at about 15-17%, while the infrastructure lending by the NBFCs, including other wholesale credit, is projected to grow by 10-12%, which is similar to the levels seen in the previous two fiscals.

Driven by slowdown in credit flow from banks to the NBFCs, the bond issuances from the NBFCs reached an all-time high of ₹ 5.1 trillion and stood at 47% of overall bond issuances. Given the tight funding position of banks and relatively better competitive position of debt capital market vis a vis bank loans, we expect the bond issuances from the NBFCs to remain strong. With expectations of a further decline in bond yields, the domestic debt capital is likely to remain competitive for larger and better rated issuers, though tighter funding conditions domestically may prompt some large issuers to tap external commercial borrowings (ECB). Like the NBFCs, the bond issuances from banks also reached an all-time high of ₹ 2.8 trillion in FY2025 as banks supplemented their resources through bonds amid elevated CD ratio and challenges in deposit mobilisation. Overall, including the bond issuances from the corporate sector, the aggregate bond issues surpassed previous highs and stood at ₹ 10.9 trillion in FY2025, a growth of 7.2% over FY2024. We expect this trend to continue in FY2026, driven by faster transmission of rate cuts in debt capital markets vis a vis bank loans.

The mutual funds industry continues to witness moderation in fresh inflows across debt schemes, post the taxation changes in the Union Budget for FY2024. However, alternate investment funds (AIFs) witnessed strong inflows, which continued to drive the demand of debt capital instruments from high yield instruments and widened the issuer base in this segment. The online bond platforms continue to aid the increase in retail participation in debt capital market instruments, which otherwise was limited to public issuances of these instruments.

Structured Finance

The domestic securitisation market witnessed a healthy expansion of about 25%, with fresh volumes increasing to about ₹ 2.4 trillion in FY2025 from ₹ 1.9 trillion in FY2024. The growth was driven by the entry of new originators, including some large private sector banks that sold down



their portfolio to improve their credit-to-deposit ratio, given the challenges faced in deposit growth rates. In addition, the securitisation market continues to benefit from the healthy credit demand for the NBFCs and the HFCs, the growing reliance on securitisation as a tool for fund-raising, and the increase in investor base. The growth in the unsecured asset classes, such as personal loans and microfinance loans, was, however, impacted by the asset quality concerns that emerged during the year, which led to a slowdown in the disbursement levels.

Among the asset classes that are securitised, vehicle loans continue to be the dominant asset class, given that large banks and NBFCs in this space have been securitising their car loans and commercial vehicle loans portfolio. Securitisation of mortgage-backed loans also witnessed healthy increase in FY2025, whereas securitisation of unsecured loans was impacted by the asset quality pressures that emerged in these asset classes. There has also been a rise in securitisation volumes originated by non-financial sector entities, where trade receivables and lease rentals are being securitised, which would help in widening and diversifying the securitisation market in the future.

The growth in the securitisation market in FY2026 would remain contingent on the large private sector banks continuing to explore securitisation to raise funds and improve their credit-to-deposit ratio. The extent of credit demand among retail borrowers along with the risk appetite of the NBFCs and the HFCs, especially in the unsecured segment, would determine the growth in their businesses, which in turn would influence the securitisation market. The securitisation volumes will continue to be supported by the requirement of banks to meet their PSL requirements. The increase in the purchase of non-PSL pooled loans is also a healthy trend that will result in healthy growth in issuances. Nonetheless, the increasing adoption of the co-lending model by the NBFCs and the HFCs would continue to challenge the growth in the securitisation market. Further, any significant traction in the priority sector loan certificates (PSLCs) market could restrict issuance volumes in the medium to long term.

Trends in Credit Quality of ICRA-rated Companies

FY2025 marked the fourth consecutive year of improving credit profiles, with ICRA's rating upgrades consistently outnumbering downgrades during this period by at least two to one. Although the Credit Ratio of ICRA-assigned ratings, defined as the ratio of the number of entities upgraded to that downgraded, moderated to 2.0x in FY2025 from the peak of 3.0x in FY2022, it remained healthy.

Rating actions in FY2025 were driven by:

- A broader trend in deleveraging in the corporate sector, enabled by healthy profit growth amid slower capital expenditure growth
- Rating upgrades in the financial sector, concentrated in H1 FY2025, attributed to increased scale and higher profitability alongside controlled credit costs
- Improved risk profiles of assets/entities transitioning from project-stage to operational-stage
- Continued demand buoyancy in select sectors, such as hospitality.

India Inc. has experienced an extended period of credit profile improvement, largely due to strengthening balance sheets. From a credit perspective, this has enhanced Corporate India's ability to bear the cyclical challenges of recent periods posed by commodity price inflation, rising interest rates, and subdued demand.

Other indicators of the strength of credit profiles for India Inc. include default rates and instances of sharp rating changes. The overall default rate of ICRA-assigned ratings has been trending down over the years (0.2% in FY2025 against the five-year average of 0.8%), with a notable reduction in the investment grade default rate. In FY2025, ICRA's portfolio recorded seven defaults in total, two of which were from the investment grade. Large Rating Change Rate or LRCR, defined as the proportion of ratings downgraded or upgraded by three or more notches cumulatively, has also been trending downward over the years, highlighting a reduction in the severity of rating changes (LRCR was 0.7% in FY2025 vis-a-vis the five-year average of 1.5%).

Rating Accuracy Trends

The performance of any credit rating system is measured by metrics like default rates, stability rates and the 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 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 (ADP) 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

Latest short-run average default rates for long-term instruments (reflects an average of two years; computation approach as defined by SEBI)

Rating Category	1-Year Cumulative Default Rate %	2-year Cumulative Default Rate %	3-year Cumulative Default Rate %
AAA	0.0	0.0	0.0
AA	0.0	0.0	0.0
A	0.0	0.0	0.1
BBB	0.3	0.6	1.1
BB	0.8	2.6	5.4
B	2.7	5.0	7.5
C	8.8	15.3	20.5

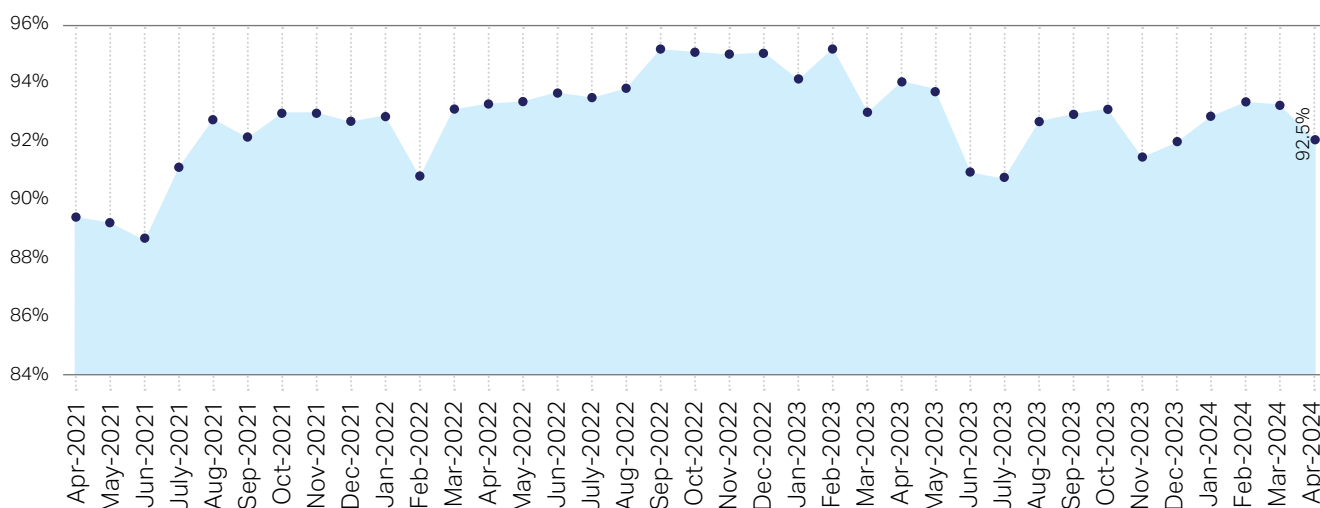
Latest short-run average default rates for short-term instruments (reflects an average of two years; computation approach as defined by SEBI)

Rating Category	1-Year Default Rate %
A1+	0.0
A1	0.0
A2	0.0
A3	0.3
A4	2.2

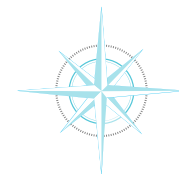
Latest five-year average of one-year rating transition rates for long-term ratings (computation approach as defined by SEBI)

Rating Category	AAA	AA	A	BBB	BB	B	C	D
AAA	99.6%	0.4%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
AA	3.7%	94.3%	2.0%	0.0%	0.0%	0.0%	0.0%	0.0%
A	0.5%	5.6%	90.8%	3.0%	0.0%	0.0%	0.0%	0.1%
BBB	0.0%	0.4%	8.8%	87.0%	3.5%	0.1%	0.0%	0.3%
BB	0.0%	0.2%	0.2%	6.6%	87.1%	2.8%	0.0%	3.2%
B	0.0%	0.0%	0.0%	0.0%	7.9%	82.8%	0.0%	9.3%
C	0.0%	0.0%	0.0%	0.0%	0.0%	22.7%	40.9%	36.4%

Trend in the ADP of ICRA-assigned Ratings¹



¹Excludes a technical default recognized in Feb 2025 in accordance with the SEBI regulations



Industry Research

In FY2025, ICRA Research maintained comprehensive coverage on more than 60 sectors across corporate, financial, infrastructure and structured finance domains. During this period, ICRA published several high-impact reports which were appreciated by clients for their timeliness and business relevance. Some of these thematics were on topics like critical minerals, gold loan market, private capital expenditure, municipal bonds, transmission infrastructure, SME finance, impact of US tariffs, other global and geopolitical developments, interest rate outlook, and climate issues.

In FY2025, ICRA's research revenue witnessed steady growth, driven by the acquisition of new clients and a strong renewal rate, which was supported by the analytical depth and rigor of its sectoral and credit perspective reports.

ICRA ESG Ratings

Commencing business in April 2024, ICRA ESG Ratings Limited (ICRA ESG) emerged as a prominent Category-I ESG Rating Provider (ERP) under the Issuer Pays Model. It assigned ESG ratings to five entities across diverse sectors, including cement, financial services, jewellery manufacturing, and retail. ICRA ESG's comprehensive rating rationales provided valuable insights into the rated entities' ESG impact and transition progress, helping stakeholders analyse risks and assess the ESG profile. Additionally, ICRA ESG demonstrated thought leadership in the ESG domain through its research, covering areas such as greenhouse gas emissions, sectoral analysis, health and safety trends in high-risk domestic sectors, and emerging governance practices. The company also continued its market outreach efforts to educate stakeholders about ESG and its significance.

Research & Analytics

Research & Analytics has two key verticals – Knowledge Services and Risk & Analytics (R&A). Knowledge Services caters to global clients for their research and analytical services, Whereas the R&A vertical includes revenue from bond valuation, mutual fund analytics, customized research, and risk management products and solutions.

The Analytics business performance was supported by strong growth in the Risk & Analytics business (R&A includes Market data and Risk Management Services) which grew by 17% over the previous year. The largest business - Knowledge Services (KS) – did saw a robust growth in the core rating support space which was offset by the discontinuation of ESG services resulting in an overall muted growth for the vertical. The Risk Management Services grew at a faster pace aided by

the addition of new clients and strong growth in D2K. D2K's flagship Early Warning System (EWS) and Asset Classification Products continued to see strong demand in the financial sector, further solidifying D2K's position as a key player in the industry. The Market Data business growth was driven by Fixed Income and Mutual Fund Analytics and Customised Research. The AUM of mutual funds continued its growth momentum going up by 23% in FY2025 (vs growth of 35% in FY2024) to ₹ 65.74 trillion. This was driven by a 25% growth in equity funds, while growth in Debt MF was at 20% in FY2025 (vs 6% in FY2024). Yields on 10-year G-Sec fell 47 bps YoY and traded in the range of 6.58%-7.23% during the year. The inflows into AIFs were ₹ 2.20 trillion, being up 20% YoY to ₹ 13.05 trillion as of Dec-24, while listed corporate bond issuances were also up 16.11% during FY2025, thereby positively impacting the business.

The trend of Gen-AI adoption and automation intensified during the year and Knowledge Services is gearing up to handle this change, we continue to partner the client in business transformation initiatives, including migration of the legacy systems and processes into new-age platforms, adopting new technologies in existing processes to drive efficiency and ensuring seamless change management workflow systems.

As a part of its effort to enter new segments in the domestic market, Knowledge Services developed 'Infre360' – a data and analytics tool for the InViT and REIT space. Initial feedback from both issuers and investors has been encouraging. Efforts to further grow its business in new areas and new client segments, both in the global and the domestic market, will remain a key focus area for this vertical.

Market Data also won the prestigious mandate for implementation of SEBI's guideline on 'Prevention of Market Abuse' across all the AMCs in India. The on -premise solution was deployed and successfully implemented within a record time during the second half of the year. This comes after other such successful implementations like Stress Testing, Potential Risk Class (PRC) and Risk-o-Meter done in the past and is a further validation of our strong presence in the mutual funds space.

The year also marked a significant milestone with entry into the domestic Fixed Income Index space through an agreement with FTSE-Russell for the co-development of Fixed Income Indices for the domestic market. The domestic Fixed Income Index business is expected to show significant growth in future and this arrangement would help your company emerge as a strong player in this market. Market Data added several new clients during FY2025 - both in the domestic space and also through expansion of relationship with its global clients, even as

Directors' Report

it continued to focus on improved productivity through automation of its processes.

With India's inclusion in JPMorgan's Government Bond Index-Emerging Markets Global CORE (GBIEM Global CORE) and the Bloomberg Emerging Market Local Currency Index starting from June 2024 and January 2025 respectively, capital flows into Indian Debt Market have gone up. This is opening up new opportunities for the Market Data business, coupled with the growth in inflows into the AIF segment. These trends are expected to positively impact the business in future.

The RBI continued to strengthen regulatory supervision for banks and NBFCs during the year. Guidelines on Model Governance opened up new opportunities for the business, while the trend towards automation of credit lifecycle in banks continued to intensify. This, along with improving financial position of the banking system supported growth. Bank credit growth, however, moderated to 12% (as of Feb 2025, vs 16.6% in FY2024) with similar trend in NBFC sector where the growth rate in AUM of NBFCs is expected to be lower at 13-15% in FY2025 (vs 17% in FY2024). However, the NBFCs continued to focus on automation and model governance initiatives, which helped growth. There is a growing need for advanced ECL computation tools from the NBFCs and ICRA Analytics continued to support the demand in this space.

During the year, ICRA Analytics entered into an agreement with Bitsight Technologies Inc, a global leader in the Cybersecurity space, to bring their proven Cyber Risk Management solutions to enterprises in India. It also partnered with its subsidiary company D2K Technologies India Private Limited (D2K) - an established provider of software solutions to banks and other financial institutions in India. D2K's flagship EWS and Asset Classification Products saw growing demand in the market. Backed by deep domain expertise, D2K helps financial institutions meet regulatory compliances, enhance their business processes, improve customer acquisition and retention, and build robust analytical platforms.

ICRA Analytics' order book strengthened considerably during the year, supported by significant wins from new and existing clients. The stabilisation of its upgraded products like IRS 3.0, development of new products like Infre360, addition of new business lines in ESG, the traction being built up in Customised Research and also its entry into the Fixed Income Index market will further support growth in the coming years.

ICRA Analytics continued to demonstrate a strong process and compliance orientation and its ISO27001:2013 and ISO9001:2015 certifications were renewed during the year.

Automation Initiatives at ICRA

ICRA has leveraged its technology infrastructure to re-engineer existing business processes through digital transformation. This strategic initiative has enabled ICRA to provide cutting-edge analysis and insights to its customers, enhancing the overall quality and reliability of its services. One of the key advancements at ICRA has been the adoption of next-generation technologies, such as Generative AI. This has brought in efficiency, accuracy, and compliance into its core processes. By integrating Generative AI, ICRA has been able to offer deeper business and economic insights across various industry sectors, providing its customers with a comprehensive understanding of market dynamics and trends.

Franchise Development

Your Company continued to undertake robust outreach and franchise building initiatives during the year, including organising 28 webinars on relevant themes for several sectors like NBFC, Macroeconomy and State Government Finances, Data Centres, Renewable Energy etc., which witnessed widespread participation by Industry and Financial Institutions/Intermediaries. Apart from these, there were several physical events organised, which included the flagship - Moody's & ICRA India Credit Conference in Mumbai and the Sustainability Event in Delhi. ICRA also organised several closed-door discussions with select audiences on Securitisation, Commercial Real Estate, NBFCs, Auto Components and Specialty Chemicals across locations like Mumbai, Bangalore and Chennai. These events attracted participation from multiple stakeholders, including senior decision-makers from mutual fund entities, banks, NBFCs and corporates. These initiatives fostered strong engagement with both investors and clients and further strengthened ICRA's reputation as a thought leader in the industry.

Your Company maintained its position as a sought-after knowledge partner for various industry forums and its analysts contributed as speakers/panellists in marquee industry events as sector experts, cementing its position in thought leadership. Further, a strong media presence was maintained through regular participation in prominent business TV shows, write-ups in premier dailies and online media and further strengthened the media outreach by conducting regular media specific events on key sectors and the overall economy.

Your Company also institutionalised its investor connect with regular interactions with marquee investors and intermediaries, including prominent private equity institutions, pension funds, sovereign wealth funds and asset management companies to further strengthen the franchise building efforts.



Change in Nature of Business

During FY2025, there was no change in the nature of your Company's business. The credit rating agencies (CRAs) are not allowed to carry out any non-rating activity, except only those that are specifically permitted by SEBI or any of the specified financial sector regulators.

Subsidiary Companies (including step-down subsidiaries)

At the beginning of the year 2024-25, your Company had five subsidiaries, including one step-down subsidiary. There are no associates and/or joint ventures, as defined under the Companies Act, 2013 (the 'Act').

During the year 2024-25, ICRA ESG Ratings Limited (Formerly known as Pragati Development Consulting Services Limited) got approval for the change in name with effect from June 13, 2024.

There has been no material change in the nature of the business of the Company & its subsidiaries during the year 2024-25.

As of March 31, 2025, your Company had the following subsidiaries, including the step-down subsidiary:

S. No.	Name of Subsidiary Companies	Category	Country of Incorporation
1.	ICRA Analytics Limited	Subsidiary	India
2.	ICRA ESG Ratings Limited (Formerly known as Pragati Development Consulting Services Limited)	Subsidiary	India
3.	D2K Technologies India Private Limited	Step-down subsidiary	India
4.	ICRA Lanka Limited*	Subsidiary	Sri Lanka
5.	ICRA Nepal Limited	Subsidiary	Nepal

* Under liquidation

Highlights of performance of subsidiary companies and their contribution to the overall performance of the Company during the year 2024-25 are provided in the Management Discussion and Analysis Report, which forms a part of the Annual Report.

The consolidated financial statements of Group ICRA, consisting of ICRA Limited, its subsidiaries, including step-down subsidiary, for the year 2024-25, 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 Act, a statement containing the salient features of the financial statements 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 Act, 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. 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, Navi Mumbai, Kolkata, Chennai, Ahmedabad, Bengaluru, Hyderabad, and Pune.

Board Meetings Held During the Year

During the year, six (6) meetings of the Board of Directors of your Company were held, on May 15, 2024, May 23, 2024, July 23, 2024, October 25, 2024, February 10, 2025 and March 19, 2025. The details regarding the attendance of Directors at the Board meetings are furnished in the Corporate Governance Report attached as *Annexure-II* to this Report.

Human Resources

Our human resources (HR) function has a strategic approach to nurturing and supporting employees and ensuring a positive workplace environment. During the year, the HR team continued to uphold the Company's talent management strategy aligned to its business strategy focused on building future leaders.

A fundamental belief of our management philosophy is to invest in our employees and enable them to develop mutually beneficial skills and capabilities. With this objective, an Organisation Training Matrix was implemented across levels and functions.

The HR team also focused on enhancing employee engagement and satisfaction through various initiatives. These included regular feedback sessions, recognition programs, and wellness activities aimed at promoting a healthy work-life balance.

Overall, our HR initiatives have contributed significantly to the company's performance and growth, ensuring that we have a motivated and skilled workforce ready to meet future challenges.

Employees Stock Option Scheme (ESOS)

The members of your Company in the Annual General Meeting ("AGM") held on August 9, 2018, by passing a special resolution, adopted a new scheme called the Employees Stock Option Scheme 2018 ('**ESOS 2018**'),

Directors' Report

under which an aggregate of 39,993 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.

The company has received a certificate from the Secretarial Auditors of your Company certifying that the schemes are implemented in accordance with the Securities and Exchange Board of India (Share-Based Employee Benefits and Sweat Equity) Regulations, 2021, and the resolutions passed by the members of the Company. The certificate will be made available in electronic mode to the members of the Company for inspection at the AGM.

The disclosures in terms of Regulation 14 of the SEBI (Share-Based Employee Benefits and Sweat Equity) Regulations, 2021 read with SEBI Circular no. CIR/CFD/POLICY CELL/2/2015, dated June 16, 2015, are available on the Company's website; the web-link for the same is:

<https://www.icra.in/InvestorRelation/ShowCorporateGovernanceFile?Id=27>

Particulars of Employees

The disclosure under the provisions of Section 197(12) of the Act, 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 10 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 Act, 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. The said information would be available for inspection, by members, at the registered office of the Company or through electronic mode, during business hours on working days up to the date of the 34th AGM of the Company. Any member interested in obtaining a

copy thereof may write in this regard to the Company Secretary of the Company.

Annual Return

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

<https://www.icra.in/InvestorRelationShowAnnualReturnFile?Id=762>

Corporate Governance

The report of the Board of Directors of your Company on Corporate Governance is presented as a separate section (*Annexure III*) 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.

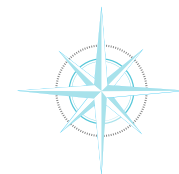
Your Company has obtained a certificate from a practising company secretary that none of the Directors on the Board of your Company have been debarred or disqualified from being appointed or are continuing as directors of companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority.

Management Discussion & Analysis

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

Insider Trading Regulations

The Board of Directors of the Company has adopted the Code of Conduct for prevention of insider trading. The Board of Directors of the Company has also adopted the Code of Practices 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 SEBI's Regulations for Prohibition of Insider Trading, and the same have been uploaded on the Company's 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.

Share Capital

As on March 31, 2025, the Company's issued, subscribed and paid-up equity share capital stood at ₹ 965.12 lakhs divided into 96,51,231 equity shares of ₹ 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.

Directors and Key Managerial Personnel

During the financial year 2024-25, there was a change in the composition of the Board of Directors. Mr. Arun Duggal, Ms. Radhika Vijay Haribhakti and Ms. Ranjana Agarwal ceased to be Independent Directors of the Company, consequent to completion of second consecutive term of appointment.

The Board places on record its appreciation for the valuable contributions made by Mr. Duggal, Ms. Agarwal, and Ms. Haribhakti to the Board of your Company.

Mr. Palamadai Sundarajan Jayakumar and Mr. Pradip Kanakia have been appointed as Independent Directors, for a term of five (5) consecutive years with effect from November 1, 2024, to October 31, 2029 (both days inclusive). Additionally, Ms. Anuranjita Kumar has been appointed as an Independent Director, for a term of five (5) consecutive years with effect from December 1, 2024, to November 30, 2029 (both days inclusive).

Further, Mr. Michael Foley has resigned as Non-Executive and Non-Independent Director of your Company (inclusive of all membership in any and all Committees of the Board), effective August 1, 2024.

Mr. Brian Joseph Cahill has been appointed as Non-Executive and Non-Independent Director on the Board of your Company, with effect from August 1, 2024.

Mr. Ramnath Krishnan, Managing Director & CEO of the Company and CEO of ICRA Group, has been reappointed and designated as "Managing Director & Group CEO", for a period of three (3) years, effective from October 23, 2024.

Further, pursuant to the provisions of Section 152 of the Act, and the Articles of Association of your Company, Mr. Stephen Arthur Long is due to retire by rotation, and being eligible, has offered himself for reappointment, subject to approval by the Members of the Company at the forthcoming AGM.

The profile of Mr. Long is presented in the Notice of the 34th AGM, as required under the Act, secretarial standards issued by the Institute of Company Secretaries of India on general meetings and the Listing Regulations.

Except for Mr. Pradip Kanakia, who is serving as a Non-Executive Chairman and Independent Director on the Board of ICRA Analytics, 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.

During the financial year 2024-25, there was no change in the key managerial personnel of the Company.

Independent Directors' Declaration

Pursuant to the provisions of Section 149(7) of the Act read with Schedule IV of the Act, the Independent Directors have submitted declarations that each of them meets the criteria of independence as provided in Section 149(6) of Act 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. In terms of Regulation 25(8) of the Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence and that they are independent of the management. The following Non-Executive Directors of the Company are independent in terms of Section 149(6) of the Act and the Listing Regulations:

1. Mr. Palamadai Sundararajan Jayakumar
2. Mr. Pradip Kanakia
3. Ms. Anuranjita Kumar

Directors' Report

Further, in terms of Section 150 of the Act 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 Act, your Directors hereby confirm that:

- (i) in the preparation of the Annual Accounts for the year ended March 31, 2025, 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.

Remuneration Policy

The Board of Directors of your Company, based on the recommendation of the Nomination and Remuneration Committee, has devised a Remuneration Policy, the details of which are mentioned in the Corporate Governance Report annexed to this Report.

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 Board needs 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 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.

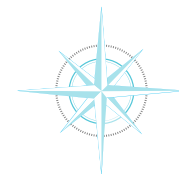
The members of the Board should not be related to any executive or independent director of the Company or any of its subsidiaries. They are not expected to hold any executive or independent positions in any entity that is in direct competition with the Company. Board members are expected to attend and 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 Act 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 committees, 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.

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 (ICAI Firm Registration No. 101248W/W-100022) ("BSR") were appointed as the Statutory Auditors of your Company for a consecutive period of five (5) years at the 28th AGM to hold office until the conclusion of the 33rd AGM.

Subsequently, in compliance with Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014 (as amended) and on the recommendation of the Audit Committee, Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 117365W) ("Deloitte") has been appointed by the Board of Directors as the Statutory Auditors of the Company, in place of retiring auditors BSR, for a period of five (5) years, to hold office from the conclusion of the 33rd AGM till the conclusion of the 38th AGM.

The Report given by the Statutory Auditors on the Standalone Financial Statements of the Company and the Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, forms a part of this Annual Report. There have been no qualification, reservation, adverse remarks or disclaimers given by

the Statutory Auditors in their Report, which calls for any explanation.

The disclosures relating to fees paid/payable to the 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.

The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company during 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 2024-25 in terms of Section 204 of the Act and Regulation 24A of the Listing Regulations. The Secretarial Audit Report for financial year 2024-25 has been annexed to this Report (*Annexure IV*). The Secretarial Audit Report does not contain any qualifications, reservation, disclaimer or adverse remark.

M/s. Chandrasekaran Associates, Company Secretaries, is also a Secretarial Auditor of a material subsidiary of the Company, ICRA Analytics. The Secretarial Audit Report as received from them for financial year 2024-25, is also annexed to this Report (*Annexure IV-A*).

Further, in terms of the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulation, 2024, the Board of Directors has appointed M/s. Chandrasekaran Associates, Company Secretaries, as the Secretarial Auditor of the Company for a term of five (5) consecutive financial years commencing from April 1, 2025, till March 31, 2030, as recommended by the Audit Committee, subject to approval of the members of the Company at the ensuing AGM.

Transfer to Reserves

Your Company proposes not to transfer any amount to the General Reserve on declaration of dividend.

Dividend

The Board of Directors recommends for approval of the members at the forthcoming AGM, payment of dividend of ₹ 60 per equity share of face value of ₹ 10 each for the financial year ended March 31, 2025. If the members approve the dividend at the ensuing AGM, the dividend

Directors' Report

shall be paid to: (i) all those members whose names appear in the Register of Members as on July 25, 2025 (Record Date); and (ii) all those Members whose names appear as beneficial owners as per the details furnished by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) on the close of business hours as on that date.

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?id=7®ulatoryDisclosureReportId=647>

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, information regarding unpaid/unclaimed dividend amounts lying with your Company.

During 2024-25, the unclaimed dividend amount of ₹ 1,62,648 towards the unpaid dividend account of the Company for the financial year 2016-17 was transferred to the Investor Education and Protection Fund ("IEPF"). The said amount had remained unclaimed for seven (7) years, despite reminder letters having been sent to each of the members concerned.

Pursuant to Section 124(6) of the Act 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 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 97 equity shares to the demat account of the Authority in accordance with the provisions of the Act 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. The 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. At present, in the opinion of the Board of Directors, there are no risks which may threaten the existence of the Company.

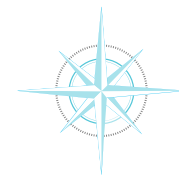
Risks and concerns are discussed in Section D of the Management Discussion and Analysis Report.

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 Act. 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*).

Business Responsibility and Sustainability Report

Your Company, in accordance with the provisions of Regulation 34(2)(f) of the Listing Regulations has prepared a Business Responsibility and Sustainability Report for the year 2024-25 (BRSR). The BRSR is an effective compliance and communication tool for a company's non-financial disclosures and is the next step in mandatory Environmental, Social and Governance (ESG) reporting in India. The BRSR describes the initiatives taken by your Company from the ESG perspective and 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, 2025. Considering the amendments to definition of the related parties effective from April 1, 2022, under the Listing Regulations, transactions between the unlisted material subsidiary of the Company, ICRA Analytics, and Moody's Corporation (including its affiliates) ("Moody's entities") for providing data outsourcing, research and IT support services, were approved by the members of the Company as per the Listing Regulations, as the transaction(s) exceeds 10% of the annual consolidated turnover of previous financial year. The said transactions are in the ordinary course of business of the concerned subsidiary and at an arm's length basis. Except for this transaction, there have been no material-related party transactions as per Section 188(1) of the Act 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 Act 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 complaints during the year ended March 31, 2025. The disclosures in relation to 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 Act.

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, 2025. During the year no security has been provided as per Section 186 of the Act.

Vigil Mechanism/Whistle-Blower Policy

Your Company has established a vigil mechanism, in compliance with the provisions of Section 177 (9) of the Act, and Regulation 22 of the Listing Regulations. It has also 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

Directors' Report

Corporate Governance Report. During the year 2024-25, the Board accepted all the recommendations of the Audit Committee.

Secretarial Standards

During the year under review, the Company complied with all the applicable provisions of Secretarial Standards issued by the Institute of Company Secretaries of India and notified by the Ministry of Corporate Affairs, Government of India.

Proceeding under Insolvency and Bankruptcy Code, 2016

The Company has not filed any applications and no proceedings are pending against the Company under the Insolvency and Bankruptcy Code, 2016, during the financial year 2024-25.

Details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the banks or financial institutions along with the reasons thereof

The Company has not made any one-time settlement with the banks or financial institutions, therefore, the same is not applicable.

Litigations

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

Besides this, the Company had 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 customers and the customer's subsidiaries (the '**Impugned Order**') and had also filed an appeal challenging the SEBI enhancement order before the SAT.

Significant and Material orders passed by the Regulators or Courts

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and operations of the Company in future.

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

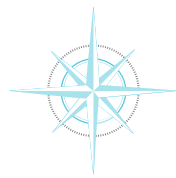
(P.S. Jayakumar)

Chairman

DIN: 01173236

Place: Mumbai

Date: May 29, 2025



Information pursuant to Section 197(12) of Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- (ii) Ratio of the remuneration of each Director to the median remuneration of the Employees of the Company for the financial year 2024-25 and the percentage increase in remuneration of each Director and Key Managerial Personnel during the financial year 2024-25:

Name of the Director/Key Managerial Personnel	Designation	Ratio of remuneration of each Director to median remuneration of Employees [#]	Percentage increase in remuneration
Mr. Palamadai Sundararajan Jayakumar [*]	Independent Director	1.22:1	Not Applicable ¹
Ms. Pradip Kanakia [*]	Independent Director	0.98:1	Not Applicable ¹
Ms. Anuranjita Kumar ^{**}	Independent Director	0.98:1	Not Applicable ¹
Mr. Arun Duggal [§]	Independent Director	1.22:1	Not Applicable ¹
Ms. Ranjana Agarwal [§]	Independent Director	0.98:1	Not Applicable ¹
Ms. Radhika Vijay Haribhakti [^]	Independent Director	0.98:1	Not Applicable ¹
Mr. Michael Foley [%]	Non- Executive and Non-Independent	Not Applicable ²	Not Applicable ²
Ms. Wendy Huay Huay Cheong	Non- Executive and Non-Independent	Not Applicable ²	Not Applicable ²
Ms. Shivani Priya Mohini Kak	Non- Executive and Non-Independent	Not Applicable ²	Not Applicable ²
Mr. Stephen Arthur Long	Non- Executive and Non-Independent	Not Applicable ²	Not Applicable ²
Mr. Brian Joseph Cahill [@]	Non- Executive and Non-Independent	Not Applicable ²	Not Applicable ²
Mr. Ramnath Krishnan	Managing Director & Group CEO	29.30:1	(5.4%)
Mr. Amit Kumar Gupta	General Counsel	Not Applicable	8.9%
Mr. Venkatesh Viswanathan	Group Chief Financial Officer	Not Applicable	10.6%
Mr. S. Shakeb Rahman	Company Secretary	Not Applicable	(8.0%)

¹Remuneration received in FY 2024-25 (for part of the year) is not comparable with remuneration for FY 2023-24 and hence not stated.

²Non-Executive Non-Independent Directors have waived sitting fees and also waived commission payable to them for the financial year 2024-25.

^{*}Appointed as an Independent Director w.e.f. November 1, 2024.

^{**}Appointed as an Independent Director w.e.f. December 1, 2024.

[§]Ceased to be an Independent Director w.e.f. November 11, 2024.

[^]Ceased to be an Independent Director w.e.f. December 4, 2024.

[%]Ceased to be Non-Executive and Non-Independent Director w.e.f. August 1, 2024.

[@]Appointed as Non-Executive and Non-Independent Director w.e.f. August 1, 2024.

[#]Ratio of remuneration of each Director to median remuneration of employees is based on annualised remuneration for cases where tenure has been for part of the year.

- (ii) The percentage increase in the median remuneration of employees for the financial year 2024-25 was 8.28%.
- (iii) The number of permanent employees on the rolls of the Company as of March 31, 2025 was 411.
- (iv) Average percentage increase made in the median salaries of employees other than the managerial personnel (including KMP) in the last financial year was 9.53% and the increase in the managerial remuneration of Key Managerial Personnel (KMP) was 16.60%. The compensation strategy has taken into account (i) employee and company performance; and (ii) progressive talent management practices to enhance our ability to retain and attract talent.
- (v) The remuneration paid during the financial year 2024-25 is as per the Remuneration Policy of the Company.

Corporate Governance Report

A. Company's Philosophy on Corporate Governance

Good governance requires the ethical, transparent, and fair management of the Company's affairs, considering the interests of various stakeholders. It also involves strict oversight and control of the Company's assets and transactions.

Shareholders are at the top of the decision-making process

Shareholders participate in key corporate governance decisions



ICRA follows its disclosure obligations in letter and spirit taking into consideration interest of all stakeholders

B. Board of Directors

(i) Board Membership Criteria

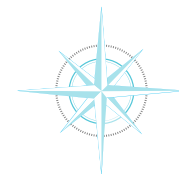
The Board of Directors of your Company should consist of individuals possessing the necessary expertise, skills, and experience to effectively manage and guide the Company towards its organisational goals. These members must demonstrate vision, leadership, and strategic insight, along with proven competence and integrity.

Each Director must ensure that their personal interests are not in conflict with that of the Company. Additionally, they are required to apply their professional judgment to maintain both the integrity and appearance of independence and objectivity.

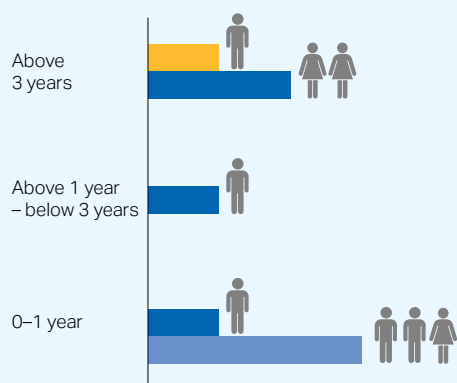
(ii) Composition of the Board

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 (8) 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. 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.

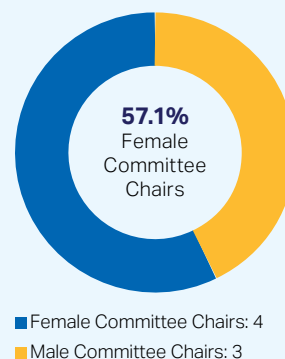
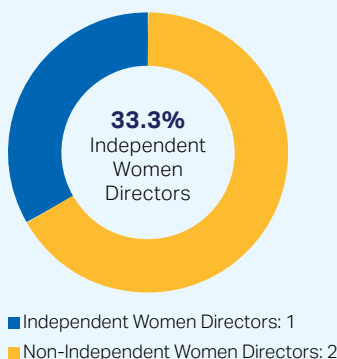
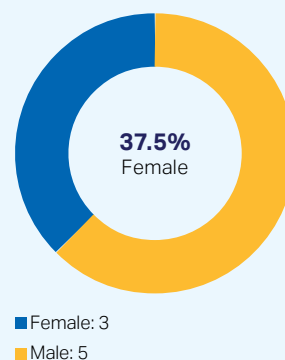
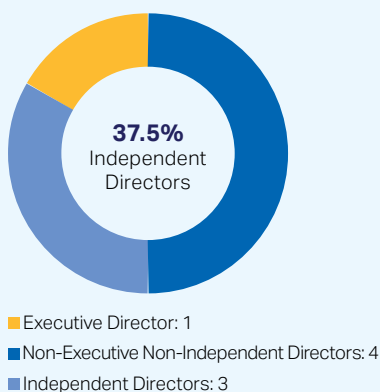


Board Tenure



■ Executive Director
■ Non-Executive Non-Independent Directors
■ Independent Directors

Independence and Diversity



Your Company holds that diverse backgrounds and perspectives enhance the decision-making and effectiveness of the Board. The Board encompasses diversity in terms of gender, ethnicity, race, nationality, and age. It regularly reviews its composition, diversity, structure, and other attributes to ensure continued effectiveness.

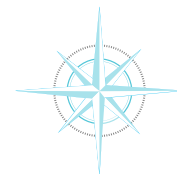
In compliance with Regulation 17A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), none of the Directors of your Company are serving in more than seven (7) listed entities and none of the Independent Directors of your Company serve as an Independent Director in more than seven (7) 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 (3) 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 (10) committees or chairpersons of more than five (5) committees, considering all the companies in which they are named directors - in compliance with Regulation 26(1) of the Listing Regulations.

Corporate Governance Report

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 interse	Directorship in Other Companies ¹	No. of Board Committee(s) of which he/she is a Member ²	No. of Board Committee(s) of which he/she is Chairman/ Chairperson ²	Directorship in Other Companies (Category)
Mr. Palamadai Sundararajan Jayakumar DIN: 01173236	Chairman Non-Executive Independent Director	None	12	9	4	<ul style="list-style-type: none"> Adani Ports and Special Economic Zone Limited (Independent Director) (Listed Entity) HT Media Limited (Independent Director) (Listed Entity) CG Power and Industrial Solutions Limited (Independent Director) (Listed Entity) JM Financial Limited (Independent Director) (Listed Entity) Adani Logistics Limited (Independent Director) Tata Motors Finance Limited (Independent Director) Future Generali India Life Insurance Company Limited (Independent Director) Northern Arc Capital Limited (Independent Director) (Listed Entity) Emcure Pharmaceuticals Limited (Independent Director) (Listed Entity) TVS Infrastructure Investment Manager Private Limited (Independent Director) VBHC Pvt. Ltd. (Formerly Known as VBHC Value Homes Private Limited) (Director) TVS Industrial & Logistics Parks Private Limited (Independent Director)
Mr. Pradip Kanakia DIN: 00770347	Non-Executive Independent Director	None	9	8	4	<ul style="list-style-type: none"> JM Financial Limited (Independent Director) (Listed Entity) Symed Labs Limited (Independent Director) Healthcare Global Enterprises Limited (Independent Director) (Listed Entity) Torrent Gas Limited (Independent Director) Camlin Fine Sciences Limited (Independent Director) (Listed Entity) Britannia Industries Limited (Independent Director) (Listed Entity) Sona BLW Precision Forgings Limited (Independent Director) (Listed Entity) ICRA Analytics Limited (Non- Executive Chairman and Additional Independent Director) Viyash Life Sciences Private Limited (Independent Director)



Name of Director	Category of Director	Relationship with Other Directors interse	Directorship in Other Companies ¹	No. of Board Committee(s) of which he/she is a Member ²	No. of Board Committee(s) of which he/she is Chairman/ Chairperson ²	Directorship in Other Companies (Category)
Ms. Anuranjita Kumar DIN: 05283847	Non-Executive Independent Director	None	6	4	2	<ul style="list-style-type: none"> Hero Fincorp Limited (Independent Director) TBO Tek Limited (Independent Director) (Listed Entity) Acme Solar Holdings Limited (Formerly known as ACME Solar Holdings Private Limited) (Independent Director) (Listed Entity) Credila Financial Services Limited (Formerly known as HDFC Credila Financial Services Limited) (Independent Director) Northcap Services Private Limited (Director) Northcap Services FZCO (Director)
Mr. Brian Joseph Cahill DIN:10615493	Non-Executive Non-Independent Director	None	1	None	None	<ul style="list-style-type: none"> Tourenard Pty Ltd (Director)
Ms. Wendy Huay Huay Cheong DIN: 08927070	Non-Executive Non-Independent Director	None	15	1	None	<ul style="list-style-type: none"> Korea Investors Service, Inc. (Director) Malaysian Rating Corporation Berhad (Director) Moody's Investors Service Hong Kong Limited (Director) Moody's Investors Service Pty Limited (Director) Moody's (Japan) K.K. (Director) Moody's SF Japan K.K. (Director) Moody's Group Australia Pty Ltd (Director) Moody's Asia Pacific Limited (Director) Moody's Company Hong Kong Limited (Director) Moody's Singapore Pte Ltd (Director) Moody's Investors Service (Korea) Inc. (Director) Moody's Investors Service Singapore Pte. Ltd. (Director) Vietnam Investors Service and Credit Rating Agency Joint Stock Company (Director) Moody's Asia-Pacific Group (Singapore) Pte. Ltd. (Director) China Chengxin International Credit Rating Co., Ltd. (Director)
Ms. Shivani Priya Mohini Kak DIN: 09486147	Non-Executive Non-Independent Director	None	None	1	1	None
Mr. Stepehen Arthur Long DIN: 09595066	Non-Executive Non-Independent Director	None	None	None	None	None
Mr. Ramnath Krishnan DIN: 09371341	Managing Director & Group CEO	None	None	1	None	None

¹Including private companies and foreign companies.

²Including membership/chairmanship only of the Audit Committee(s) and Stakeholders Relationship Committee(s)

None of the Directors holds any shares/convertible instruments in the Company as on March 31, 2025.

Corporate Governance Report

(iii) Board Meetings/Annual General Meeting

During the financial year 2024-25, the Board of Directors of your Company met six (6) times – on May 15, 2024, May 23, 2024, July 23, 2024, October 25, 2024, February 10, 2025 and March 19, 2025. Prior to each meeting, comprehensive agenda papers, along with the explanatory notes, were sent to all the Directors in advance. 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. Sufficient time is allocated for discussions and deliberations at the meeting.

The Board of Directors is granted the facility to attend the meetings via video conferencing (VC) or other audio-visual means (OAVM), in accordance with the provisions of Companies Act, 2013 (the 'Act') and the rules made thereunder. The conduct of these meetings adheres to the adequate safeguards on security and confidentiality of discussions. Furthermore, all procedures stipulated under the

Secretarial Standards and other legal requirements were diligently followed during the course of these meetings.

In compliance with the General Circulars No. 14/2020, No. 17/2020, No. 20/2020, No. 02/2021, No. 2/2022, No. 10/2022, No. 09/2023 and 09/2024 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 respectively issued by the MCA, read with the SEBI Circulars No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, No. SEBI/HO/CFD/CMD2/CIR/P/2021/11, No. SEBI/HO/CFD/CMD2/CIR/P/2022/62, No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4, No. SEBI/HO/DDHS/P/CIR/2023/0164, No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 and No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 6, 2023, October 7, 2023 and October 3, 2024 respectively, the previous Annual General Meeting ("AGM") was held through VC/OAVM on July 23, 2024.

Details regarding the attendance of Directors at the Board meetings and the AGM held during the year 2024-25 are presented in the following table.

Name of the Director	Attended the last AGM held on July 23, 2024	Board Meetings						No. of meetings attended	% of attendance
		No. (1) May 15, 2024	No. (2) May 23, 2024	No. (3) July 23, 2024	No. (4) October 25, 2024	No. (5) February 10, 2025	No. (6) March 19, 2025		
Mr. Arun Duggal*	Yes	Yes	Yes	Yes	Yes	-	-	4/4	100
Ms. Ranjana Agarwal*	Yes	Yes	Yes	Yes	Yes	-	-	4/4	100
Ms. Radhika Vijay Haribhakti**	Yes	Yes	Yes	Yes	Yes	-	-	4/4	100
Mr. Palamadai Sundararajan Jayakumar#	-	-	-	-	-	Yes	Yes	2/2	100
Mr. Pradip Kanakia#	-	-	-	-	-	Yes	Yes	2/2	100
Ms. Anuranjita Kumar§	-	-	-	-	-	Yes	Yes	2/2	100
Mr. Michael Foley@	Yes	Yes	Yes	Yes	-	-	-	3/3	100
Mr. Brian Joseph Cahill^	-	-	-	-	Yes	Yes	Yes	3/3	100
Ms. Wendy Huay Huay Cheong	Yes	Yes	No	Yes	Yes	Yes	Yes	5/6	83.33
Ms. Shivani Priya Mohini Kak	Yes	Yes	Yes	Yes	Yes	Yes	No	5/6	83.33
Mr. Stephen Arthur Long	Yes	Yes	Yes	Yes	Yes	Yes	Yes	6/6	100
Mr. Ramnath Krishnan	Yes	Yes	Yes	Yes	Yes	Yes	Yes	6/6	100

*Ceased to be an Independent Director w.e.f. November 11, 2024

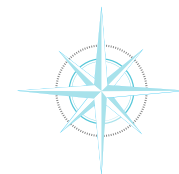
**Ceased to be an Independent Director w.e.f. December 4, 2024

#Appointed as an Independent Director w.e.f. November 1, 2024

§Appointed as an Independent Director w.e.f. December 1, 2024

@Ceased to be Non- Executive and Non-Independent Director w.e.f. August 1, 2024

^Appointed as Non-Executive and Non-Independent Director w.e.f. August 1, 2024



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 Act, at every AGM, one-third of such 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 four Directors on the Board of your Company whose office is liable to retire by rotation.

The Directors to retire by rotation at every AGM 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.

(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?id=12®ulatoryDisclosureReportId=23>

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, 2025.

(vi) Familiarisation Programme for Independent Directors

In compliance with the Listing Regulations, your Company administers a familiarisation programme for Independent Directors in which the Managing Director & Group CEO and the executives of ICRA and Group ICRA entities briefs the Independent Directors on various aspects, including 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 actively encourages Independent Directors to attend relevant external training programmes to enhance their knowledge and skills. Additionally, at various Board/committee meetings, presentations are delivered 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. Comprehensive details regarding the familiarisation programme have been disclosed on the website of the Company at:

<https://www.icra.in/InvestorRelation/ShowDisclosuresUnderRegulationFile?Id=12>

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

The Board of Directors of your Company is constituted by professionals who collectively possess a wide array of skills and experience stemming from diverse sectors. This rich diversity not only enriches the governance framework but also enhances the Board's decision-making. The current composition of the Board is deemed satisfactory as it embodies a balanced blend of knowledge, skills, expertise and attributes in the context of the Company's business and activities for the effective functioning of the Board:



Corporate Governance Report

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

Directors/Skills	Mr. Palamadai Sundararajan Jayakumar*	Mr. Pradip Kanakia*	Ms. Anuranjita Kumar*	Mr. Arun Duggal [§]	Ms. Ranjana Agarwal [§]	Ms. Radhika Vijay Haribhakti [^]	Mr. Brian Joseph Cahill [@]	Mr. Michael Foley ^{**}	Ms. Wendy Huay Huay Cheong	Ms. Shivani Priya Mohini Kak	Mr. Stephen Arthur Long	Mr. Ramnath Krishnan
General Management (100%)	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Responsible business & sustainability (100%)	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Business Strategy (92%)	✓	✓	✓	✓	-	✓	✓	✓	✓	✓	✓	✓
Corporate Governance (100%)	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Financial Analysis & Reporting (58%)	-	-	-	✓	✓	✓	✓	✓	-	-	✓	✓
Accounting & Financial Expertise (58%)	✓	✓	-	✓	✓	✓	-	-	✓	-	-	✓
Risk Management (58%)	-	✓	-	✓	✓	✓	-	-	-	✓	✓	✓
Regulatory Framework (75%)	✓	✓	-	✓	✓	✓	✓	✓	-	✓	✓	-

*Appointed as an Independent Director w.e.f. November 1, 2024.

#Appointed as an Independent Director w.e.f. December 1, 2024.

§Ceased to be an Independent Director w.e.f. November 11, 2024.

^Ceased to be an Independent Director w.e.f. December 4, 2024.

@Appointed as Non-Executive and Non-Independent Director w.e.f. August 1, 2024.

**Ceased to be Non- Executive and Non-Independent Director w.e.f. August 1, 2024.

(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.

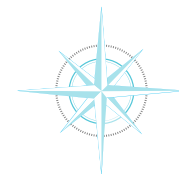
During the year 2024-25, Mr. Arun Duggal, Ms. Ranjana Agarwal and Ms. Radhika Vijay Haribhakti ceased to be Independent Directors of the Company consequent to completion of second consecutive term of appointment.

(ix) Disclosure on Resignation of Independent Directors

None of the Independent Directors of the Company resigned during the year under review. Hence, disclosure of detailed reasons for their resignation along with the confirmation that there are no material reasons is not applicable.

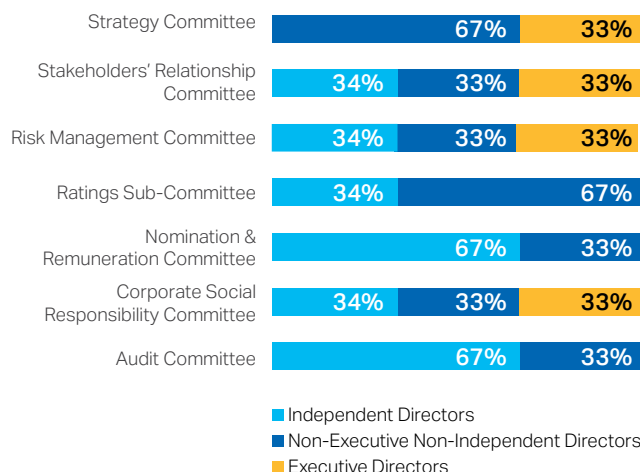
C. Board Committees

In compliance with the requirements under the Act, 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 Act, and the Listing Regulations.



ICRA Has Seven Board Committees

Name of the Committee	Number of Members
Audit Committee	
Corporate Social Responsibility Committee	
Nomination & Remuneration Committee	
Ratings Sub-Committee	
Risk Management Committee	
Stakeholders' Relationship Committee	
Strategy Committee	



The composition of the various committees as on March 31, 2025, the number of meetings held by each committee and the average attendance during the financial year 2024-25 are given below.

Audit Committee

- Mr. Pradip Kanakia** – Independent Director
- Ms. Ranjana Agarwal** – Independent Director (Cessation)
- Mr. Palamadai Sundararajan Jayakumar** – Independent Director
- Ms. Wendy Huay Huay Cheong** – Non-Executive Non-Independent Director
- Mr. Arun Duggal** – Independent Director (Cessation)
- Ms. Radhika Vijay Haribhakti** – Independent Director (Cessation)

Number of meetings in 2024-25
6
Average attendance in 2024-25
95.83%

Corporate Social Responsibility Committee

- Ms. Anuranjita Kumar** – Independent Director
- Ms. Ranjana Agarwal** – Independent Director (Cessation)
- Ms. Radhika Vijay Haribhakti** – Independent Director (Cessation)
- Ms. Shivani Priya Mohini Kak** – Non-Executive Non-Independent Director
- Mr. Ramnath Krishnan** – Executive Director
- Mr. Michael Foley** – Non-Executive Non-Independent Director (Cessation)

Number of meetings in 2024-25
1
Average attendance in 2024-25
100%

Nomination and Remuneration Committee






- Ms. Anuranjita Kumar** – Independent Director
- Ms. Radhika Vijay Haribhakti** – Independent Director (Cessation)
- Mr. Pradip Kanakia** – Independent Director
- Ms. Wendy Huay Huay Cheong** – Non-Executive Non-Independent Director
- Ms. Ranjana Agarwal** – Independent Director (Cessation)

Number of meetings in 2024-25
2
Average attendance in 2024-25
100%

- Chairperson**
- Other Members**

Corporate Governance Report

Ratings Sub-Committee

-  **Mr. Brian Joseph Cahill** – Non-Executive Non-Independent Director
-  **Mr. Michael Foley** – Non-Executive Non-Independent Director (Cessation)
-  **Mr. Palamadai Sundararajan Jayakumar** – Independent Director
-  **Mr. Stephen Arthur Long** – Non-Executive Non-Independent Director
-  **Mr. Arun Duggal** – Independent Director (Cessation)

Number of meetings in 2024-25
4

Average attendance in 2024-25
100%

Risk Management Committee

-  **Mr. Stephen Arthur Long** – Non-Executive Non-Independent Director
-  **Mr. Pradip Kanakia** – Independent Director
-  **Mr. Ramnath Krishnan** – Executive Director
-  **Ms. Ranjana Agarwal** – Independent Director (Cessation)
-  **Ms. Radhika Vijay Haribhakti** – Independent Director (Cessation)
-  **Ms. Shivani Priya Mohini Kak** – Non-Executive Non-Independent Director (Ceased to be member)

Number of meetings in 2024-25
3

Average attendance in 2024-25
93.33%






Stakeholders' Relationship Committee

-  **Ms. Shivani Priya Mohini Kak** – Non-Executive Non-Independent Director
-  **Mr. Palamadai Sundararajan Jayakumar** – Independent Director
-  **Mr. Ramnath Krishnan** – Executive Director
-  **Ms. Ranjana Agarwal** – Independent Director (Cessation)
-  **Mr. Arun Duggal** – Independent Director (Cessation)

Number of meetings in 2024-25
1

Average attendance in 2024-25
100%

Strategy Committee

-  **Ms. Wendy Huay Huay Cheong** – Non-Executive Non-Independent Director
-  **Mr. Brian Joseph Cahill** – Non-Executive Non-Independent Director
-  **Mr. Ramnath Krishnan** – Executive Director
-  **Mr. Michael Foley** – Non-Executive Non-Independent Director (Cessation)
-  **Mr. Stephen Arthur Long** – Non-Executive Non-Independent Director (Ceased to be member)

Number of meetings in 2024-25
0

Average attendance in 2024-25
0



Chairperson



Other Members



Audit Committee

The Audit Committee consists of Three Non-Executive Directors, two of whom are Independent Directors. The Chairman of the committee, Mr. Pradip Kanakia, is an Independent Director.

The terms of reference of the Audit Committee, inter-alia, include the following:

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

B. Role of the Audit Committee

1. Present an oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommend the appointment, remuneration and terms of appointment of auditors of the Company;
3. Approve 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.
 - 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 issue or rights issue or preferential issue or qualified institutions placement and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approve any subsequent modification of transactions of the Company with related parties;
9. Scrutinise inter-corporate loans and investments;
10. Conduct valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluate 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 discussion to ascertain any area of concern;

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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 appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
20. Attend through the Chairman, the AGM of the Company to answer shareholders' queries;
21. Carry out any other function as is mentioned in the terms of reference of the Committee;
22. Review the utilisation of loans and/or advances from/investment by the Company in the subsidiary exceeding ₹ 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;
23. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders.

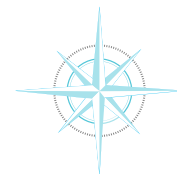
C. Review of Information by the Audit Committee

The Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Management letters/letters of internal control weaknesses issued by the statutory auditors;
3. Internal audit reports relating to internal control weaknesses;
4. The appointment, removal and terms of remuneration of the chief internal auditor; and
5. 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 (6) times during the year 2024-25: on May 15, 2024, May 23, 2024, July 22, 2024, October 25, 2024, February 10, 2025 and March 19, 2025. The members of the Audit Committee are provided with the facility to attend the meetings through VC/OAVM. The following table presents, besides the composition of the Audit Committee as on March 31, 2025, the details of attendance at the meetings held during the financial year 2024-25.

Composition of Audit Committee			Audit Committee Meetings						No. of meetings attended	% of attendance
Name of the Director	Category	Position	No. (1) May 15, 2024	No. (2) May 23, 2024	No. (3) July 22, 2024	No. (4) October 25, 2024	No. (5) February 10, 2025	No. (6) March 19, 2025		
Ms. Ranjana Agarwal®	Non-Executive Independent Director	Chairperson	Yes	Yes	Yes	Yes	-	-	4/4	100
Mr. Arun Duggal®	Chairman, Non-Executive Independent Director	Member	Yes	Yes	Yes	Yes	-	-	4/4	100
Ms. Radhika Vijay Haribhakti®	Non-Executive Independent Director	Member	Yes	Yes	Yes	Yes	-	-	4/4	100



Composition of Audit Committee			Audit Committee Meetings						No. of meetings attended	% of attendance
Name of the Director	Category	Position	No. (1) May 15, 2024	No. (2) May 23, 2024	No. (3) July 22, 2024	No. (4) October 25, 2024	No. (5) February 10, 2025	No. (6) March 19, 2025		
Mr. Pradip Kanakia*	Non-Executive Independent Director	Chairperson	-	-	-	-	Yes	Yes	2/2	100
Mr. Palamadai Sundararajan Jayakumar**	Chairman, Non-Executive Independent Director	Member	-	-	-	-	Yes	Yes	2/2	100
Ms. Wendy Huay Cheong	Non-Executive Non-Independent Director	Member	Yes	No	Yes	Yes	Yes	Yes	5/6	83.33

Note:

@Ms. Ranjana Agarwal ceased to be a chairperson and a member of the Audit Committee w.e.f. November 1, 2024.

*Mr. Arun Duggal and Ms. Radhika Vijay Haribhakti were ceased to be a member of the Audit Committee w.e.f. November 1, 2024

*Mr. Pradip Kanakia was appointed as a chairperson and a member of the Audit Committee w.e.f. November 1, 2024

**Mr. Palamadai Sundararajan Jayakumar was appointed as a member of the Audit Committee w.e.f. November 1, 2024.

The necessary quorum was present at all the meetings.

The committee invites executives at its meeting as it considers appropriate such as representatives of the statutory auditors and internal auditors.

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 Chairperson of the Audit Committee was present at the last Annual General Meeting of the Company held on July 23, 2024.

Corporate Social Responsibility Committee

Your Company has constituted the CSR Committee to comply with the requirements under Section 135 (1) of the Act. The CSR Committee is headed by Ms. Anuranjita Kumar, Independent Director.

The terms of reference of the CSR Committee, inter-alia, include the following:

- the Committee shall recommend CSR programme or projects or activities to be undertaken in areas identified by the Committee in compliance with the Act and with the approval of the Board and in accordance with the CSR policy and the CSR mission and processes laid down by the Board in this regard.
- the Committee shall recommend allocation of funds to the Board.
- the Committee shall recommend the amount of expenditure to be incurred on the activities referred to in CSR policy.
- the Committee shall recommend the transfer of unspent amount referred to in CSR policy to a fund specified in schedule VII of the Act, within a period of six months of the expiry of the financial year.
- the Committee shall recommend to the Board the amount of administrative overheads referred to in the CSR policy.
- the Committee shall review the progress of CSR activities at least once a year.
- the Committee shall submit an annual report on CSR to the Board.
- the Committee shall monitor the implementation of the CSR policy from time to time and set up a transparent monitoring mechanism in relation to the same.
- the Committee shall develop monitoring mechanism to monitor corporate social responsibility programmes on a periodic basis.
- the Committee shall formulate and recommend to the Board, the annual action plan in pursuance of the CSR policy.

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11. the Committee shall undertake impact assessment through an independent agency as required under the Act.
 12. the Committee shall review the corporate social responsibility policy annually and recommend any proposed changes to the Board for approval.
 13. the Committee may recommend to the Board for setting off the excess amount spent against the CSR spent of the financial year(s), following the financial year of excess spend.
 14. the Committee shall endorse the UN Sustainable Development Goals' ("SDGs") set out on an ongoing basis.
 15. the Committee shall review any statutory performance obligations on Sustainability/ Environmental, Social and Governance ("ESG")/ Business Responsibility and Sustainability Report ("BRSR").
 16. the Committee shall recommend the BRSR report to the Board for approval.
 17. the Committee shall undertake such other items or matters as prescribed under applicable laws or prescribed by the Board in compliance with applicable laws from time to time.
 18. the Committee shall review and reassess the adequacy of CSR Charter annually and recommend any proposed changes to the Board for approval.
- During the year 2024-25, the CSR Committee met once: May 8, 2024.

The following table presents the composition of the CSR Committee as on March 31, 2025, and the details of attendance at the CSR Committee meeting held during the year 2024-25.

Composition of Corporate Social Responsibility Committee			Corporate Social Responsibility Committee Meeting	No. of meetings attended	% of attendance
Name of the Director	Category	Position	No. (1) May 8, 2024		
Ms. Ranjana Agarwal*	Non-Executive Independent Director	Chairperson	Yes	1/1	100
Ms. Anuranjita Kumar [#]	Non-Executive Independent Director	Chairperson	-	-	-
Ms. Radhika Vijay Haribhakti**	Non-Executive Independent Director	Chairperson	-	-	-
Mr. Michael Foley [@]	Non-Executive Non- Independent Director	Member	Yes	1/1	100
Ms. Shivani Priya Mohini Kak	Non-Executive Non- Independent Director	Member	Yes	1/1	100
Mr. Ramnath Krishnan	Executive Director	Member	Yes	1/1	100

Note:

*Ms. Ranjana Agarwal ceased to be a chairperson and a member of the CSR Committee w.e.f. November 1, 2024.

**Ms. Radhika Vijay Haribhakti was appointed as a chairperson and a member of the CSR Committee w.e.f. November 1, 2024. Ms. Haribhakti ceased to be a chairperson and a member of the CSR Committee w.e.f. December 1, 2024.

[#]Ms. Anuranjita Kumar was appointed as a chairperson and a member of the CSR Committee w.e.f. December 1, 2024.

[@]Mr. Michael Foley ceased to be member of the CSR Committee w.e.f. August 1, 2024.

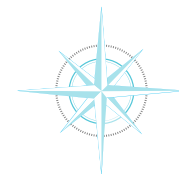
The necessary quorum was present at all the meetings. The Company Secretary of your Company is the Secretary to the CSR Committee.

Nomination and Remuneration Committee

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

The Nomination and Remuneration Committee consists of three Non-Executive Directors, two of whom are Independent Directors. The Chairperson of the Committee, Ms. Anuranjita Kumar, is an Independent Director.

The terms of reference of the Nomination and Remuneration Committee, inter-alia, include the following:



1. 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;
2. recommend to the Board, policy relating to remuneration for the Directors, Key Managerial Personnel and other employees ensuring that:
 - a. 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;
 - b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - c. 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;
3. recommend to the Board all remuneration, in whatever form, payable to senior management;
4. review the Company's succession plan on an annual basis and recommend to the Board for approval;
5. for every appointment of an Independent Director, evaluate the balance of skills, knowledge and experience on the board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director. The person recommended to the Board for appointment as an Independent Director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a. use the services of an external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates.
6. formulate the criteria for evaluation of Independent Directors and the Board;
7. recommend to the Board whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
8. 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;
9. devise policy on Board diversity;
10. formulate the criteria for determining qualifications, positive attributes and independence of a Director;
11. attend through the chairperson, general meeting of the Company to answer shareholders' queries;
12. 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 and Sweat Equity) Regulations, 2021, and other applicable laws;
13. determine the eligibility of an employee for participation under any employee stock option scheme and to grant options thereunder based on, inter alia, the following criteria:
 - a. Performance of the employee in contributing to business results, organisational strength and market position of the Company;
 - b. Employee's potential and criticality to the role(s) assigned;
 - c. Level in the Company/Subsidiary; and
 - d. Any other criteria that may be determined by the Committee from time to time.
14. determine the quantum of options to be granted under any employee stock option scheme per employee and in aggregate;
15. determine the number of shares to be covered by each such option granted under any employee stock option scheme;
16. approve forms of agreement for use under any employee stock option scheme;
17. establish and administer terms, conditions, performance criteria, restrictions, limitations,

Corporate Governance Report

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;

18. 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;
19. 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;

20. 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;
21. appoint such agents as it shall deem appropriate for the proper administration of any employee stock option scheme;
22. 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;
23. make any other determination and to 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.

The Nomination and Remuneration Committee met twice (2) times during the year 2024-25: on May 8, 2024, and February 10, 2025. The members of the Committee are provided with the facility to attend the meetings through VC/OAVM.

The following table presents the composition of the Nomination and Remuneration Committee as on March 31, 2025 and the details of attendance at the meetings held during the financial year 2024-25.

Composition of Nomination and Remuneration Committee			Nomination and Remuneration Committee Meetings		No. of meetings attended	% of attendance
Name of the Director	Category	Position	No. (1) May 8, 2024	No. (2) February 10, 2025		
Ms. Radhika Vijay Haribhakti*	Non-Executive Independent Director	Chairperson	Yes	-	1/1	100
Ms. Ranjana Agarwal [§]	Non-Executive Independent Director	Member	Yes	-	1/1	100
Ms. Anuranjita Kumar [§]	Non-Executive - Independent Director	Chairperson	-	Yes	1/1	100
Mr. Pradip Kanakia**	Non-Executive - Independent Director	Member	-	Yes	1/1	100
Ms. Wendy Huay Huay Cheong	Non-Executive Non-Independent Director	Member	Yes	Yes	2/2	100

Note:

*Ms. Radhika Vijay Haribhakti ceased to be a chairperson and a member of the NRC w.e.f. December 1, 2024.

[§]Ms. Ranjana Agarwal ceased to be member of the NRC w.e.f. November 1, 2024.

[§]Ms. Anuranjita Kumar was appointed as a chairperson and a member of the NRC w.e.f. December 1, 2024.

**Mr. Pradip Kanakia was appointed as member of the NRC November 1, 2024.

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 AGM of the Company held on July 23, 2024.

Performance Evaluation Criteria for Independent Directors

Upon the recommendations of the Nomination and Remuneration Committee, the Board of Directors of your Company, has laid down a set of criteria for evaluating the performance of Independent Directors. These criteria are designed to encompass the key areas pertinent to their role and responsibilities as Independent Directors within the Company.

Remuneration Policy

The Board of Directors, following the Nomination and Remuneration Committee's recommendation, has devised a Remuneration Policy. This policy aims to attract, motivate, and retain top talent by fostering a supportive work environment that promotes initiative, personal growth, teamwork, and a sense of belonging. It serves as a framework for evaluating the qualifications, positive attributes, and independence of Directors. Furthermore, it outlines the procedures for the remuneration, appointment, removal, and performance evaluation of Directors, key managerial personnel, senior management, and other employees.

During the financial year 2024-25, there have been minor modifications in the Remuneration Policy to make it consistent with applicable laws, rules, and regulations. You can access the Remuneration Policy on the Company's website at: <https://www.icra.in/InvestorRelation/ShowCorporateGovernanceFile?Id=39>

Executive Directors

During the year 2024-25, your Company paid remuneration to its Executive Director within the limits envisaged under the applicable provisions of the Act and the rules made thereunder. The remuneration mix for the Executive Director shall be as per his terms of appointment approved by the members of the Company, which shall include fixed pay, deferred pay and perquisites.

Remuneration Paid/Payable to Executive Director for the year ended March 31, 2025

(in ₹ lakhs)

Name	Mr. Ramnath Krishnan
Designation	Managing Director & Group CEO
Salary	127.33
Allowances	209.76
Variable Pay	242.29
Provident Fund Contribution	15.28
Gratuity	3.54
Compensated absences	0.02
Total Remuneration	598.22
Appointment Valid Till	October 22, 2027*
Notice Period	Three months
Severance Pay	-
No. of Stock Options Granted During the Year	1,056**

*In the Annual General Meeting held on July 23, 2024, Mr. Ramnath Krishnan has been re-appointed as a Managing Director & CEO of the Company and as CEO of ICRA Group, designated as "Managing Director & Group CEO", for a period of three years, effective from October 23, 2024, as approved by the Board of Directors and the Nomination and Remuneration Committee.

**At an exercise price of ₹ 10 each. As per the Employees Stock Option Scheme "ESOS2018", the vesting of an option would be subject to the terms and conditions as may be stipulated by the Nomination and Remuneration Committee from time to time.

Non-Executive Directors

Remuneration for Independent Directors

The Independent Directors receive remuneration by way of sitting 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 Act and rules made thereunder.

Furthermore, the Independent Directors are compensated through 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 Act 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.

Your Company reimburses the travelling, hotel and other out-of-pocket expenses incurred by the Independent Directors for attending the meetings and for other work on behalf of the Company.

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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 Act and the rules made thereunder. The Non-Executive Directors may also be paid a 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.

Sitting fees and commission paid/payable to Non-Executive Directors including Independent and Non-Independent Directors during the year 2024-25

Name of Director	(in ₹ lakhs)	
	Sitting Fee paid/payable	Commission paid/payable
Mr. Arun Duggal [§]	9.00	15.34
Ms. Ranjana Agarwal [§]	9.75	12.27
Ms. Radhika Vijay Haribhakti [^]	8.25	13.53
Mr. Palamadai Sundararajan Jayakumar ^{**}	3.75	10.42
Mr. Pradip Kanakia ^{**}	4.50	8.33
Ms. Anuranjita Kumar [#]	2.25	6.67
Mr. Michael Foley [%]	Nil*	Nil*
Mr. Brian Joseph Cahill [@]	Nil*	Nil*
Ms. Wendy Huay Huay Cheong	Nil*	Nil*
Ms. Shivani Priya Mohini Kak	Nil*	Nil*
Mr. Stephen Arthur Long	Nil*	Nil*

*Non-Executive Non-Independent Directors have waived sitting fee and commission payable to them for the financial year 2024-25.

[§]Ceased to be an Independent Director w.e.f. November 11, 2024.

[^]Ceased to be an Independent Director w.e.f. December 4, 2024.

^{**}Appointed as an Independent Director w.e.f. November 1, 2024.

[#]Appointed as an Independent Director w.e.f. December 1, 2024.

[%]Ceased to be Non-Executive and Non-Independent Director w.e.f. August 1, 2024.

[@]Appointed as Non-Executive and Non-Independent Director w.e.f. August 1, 2024.

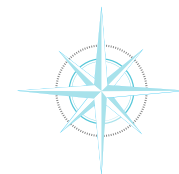
Except for your Company's Executive Director, who is entitled to statutory benefits upon cessation of his employment with your Company, no other Director is entitled to any benefit upon cessation of his/her association with your Company. None of the Directors of your Company had any pecuniary relationship or transactions with the Company other than the Directors' sitting fees and commission, as applicable, received by them.

Ratings Sub-Committee

The Board of Directors of your Company has formed the Ratings Sub-Committee, headed by Mr. Brian Joseph Cahill, Non-Executive and Non-Independent Director.

The terms of reference of the Ratings Sub-Committee, inter-alia, include the following:

1. Review of 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);
2. Review 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;
3. Review of the process for developing, vetting, and approving methodologies and analytical methods, including quantitative data and models, that ICRA uses to determine credit ratings;
4. Review of the establishment, maintenance, and enforcement of ICRA's policies and procedures to address, manage, and disclose any conflicts of interest;
5. Review, with the management, report of external audit of the rating process;
6. Review reports and findings from the credit policy function;
7. Review the compensation and promotion policies of ICRA to assess consistency with commercial/analytic separation and rating quality objectives;
8. Review 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



9. Review and assess the adequacy of this Charter periodically and recommending appropriate changes to the Charter to the Board for approval.
10. Review, address and consider 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 four (4) times during the year 2024-25: on May 8, 2024, July 22, 2024, October 25, 2024 and February 10, 2025. The members of the Committee are provided with the facility to attend the meetings through VC/OAVM.

The following table presents the composition of the Ratings Sub-Committee as on March 31, 2025 and the details of attendance at the Committee meeting held during the year 2024-25.

Composition of Ratings Sub – Committee			Ratings Sub - Committee Meetings				No. of meetings attended	% of attendance
Name of the Director	Category	Position	No. (1) May 8, 2024	No. (2) July 22, 2024	No. (3) October 25, 2024	No. (4) February 10, 2025		
Mr. Michael Foley*	Non-Executive Non-Independent Director	Chairperson	Yes	Yes	-	-	2/2	100
Mr. Arun Duggal**	Chairman, Non-Executive Independent Director	Member	Yes	Yes	Yes	-	3/3	100
Mr. Brian Joseph Cahill [§]	Non-Executive Non-Independent Director	Chairperson	-	-	Yes	Yes	2/2	100
Mr. Palamadai Sundararajan Jayakumar [@]	Chairman, Non-Executive Independent Director	Member	-	-	-	Yes	1/1	100
Mr. Stephen Arthur Long	Non-Executive Non-Independent Director	Member	Yes	Yes	Yes	Yes	4/4	100

Note:

*Mr. Michael Foley ceased to be a chairperson and a member of the Rating Sub-Committee w.e.f. August 1, 2024.

** Mr. Arun Duggal ceased to be member of the Rating Sub-Committee November 1, 2024.

[§]Mr. Brian Joseph Cahill was appointed as a chairperson and a member of the Rating Sub-Committee w.e.f. August 5, 2024

[@]Mr. Palamadai Sundararajan Jayakumar was appointed as a member of the Rating Sub-Committee w.e.f. November 1, 2024.

Risk Management Committee

The Board of Directors of your Company has formed a Risk Management Committee, headed by Mr. Stephen Arthur Long, Non-Executive and Non-Independent Director.

The Risk Management Committee consists of two Non-Executive Directors (one of whom is an Independent Director) and one Executive Director.

The terms of reference of the Risk Management Committee, inter-alia, include the following:

1. To formulate a detailed risk management policy which shall include:
 - a. A framework for identification of internal and external risks specifically faced by the Company, in particular including strategic, financial, operational, sectoral, sustainability (particularly, Environmental Social and Governance (ESG) related risks), information, cyber security risks, legal or any other risk as may be determined by the Committee.

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- b. Measures for risk mitigation including systems and processes for internal control of identified risks.
 - c. Business continuity plan.
2. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
3. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
4. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
5. To keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken;
6. To recommend and/or review the appointment, removal and terms of remuneration of the Chief Risk Officer (if any);
7. To coordinate its activities with other Board committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the Board of Directors;
8. To review and approve the risk management framework of the Company at least annually;
9. To review and assess the effectiveness of the Company's enterprise-wide risk assessment processes and recommend improvements, where appropriate;
10. To 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;
11. To form and delegate authority to sub-committees whenever appropriate;
12. To review and reassess the adequacy of the charter of the Committee annually and recommend any proposed changes to the Board for approval; and
13. To have access to any internal information necessary to fulfill its oversight role.

The Risk Management Committee met thrice (3) during the year 2024-25: on May 15, 2024, July 23,

2024 and February 10, 2025. The members of the Risk Management Committee are provided with the facility to attend the meetings through VC/OAVM.

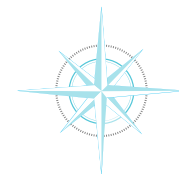
The following table presents the composition of the Risk Management Committee as on March 31, 2025 and the details of attendance at the Committee meeting held during the year 2024-25.

Composition of Risk Management Committee			Risk Management Committee Meetings			No. of meetings attended	% of attendance
Name of the Director	Category	Position	No. (1) May 15, 2024	No. (2) July 23, 2024	No. (3) February 10, 2025		
Mr. Stephen Arthur Long	Non-Executive Non-Independent Director	Chairperson	Yes	Yes	Yes	3/3	100
Ms. Ranjana Agarwal*	Non-Executive Independent Director	Member	Yes	Yes	-	2/2	100
Ms. Radhika Vijay Haribhakti*	Non-Executive Independent Director	Member	Yes	Yes	-	2/2	100
Mr. Pradip Kanakia [§]	Non-Executive Independent Director	Member	-	-	Yes	1/1	100
Ms. Shivani Priya Mohini Kak*	Non-Executive Non-Independent Director	Member	Yes	No	-	1/2	50
Mr. Ramnath Krishnan	Executive Director	Member	Yes	Yes	Yes	3/3	100

Note:

*Ms. Ranjana Agarwal, Ms. Radhika Vijay Haribhakti & Ms. Shivani Priya Mohini Kak ceased to be member(s) of the Risk Management Committee w.e.f. November 1, 2024.

[§]Mr. Pradip Kanakia was appointed as a member of the Risk Management Committee w.e.f. November 1, 2024.



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 three Directors. The Chairperson of the Committee, Ms. Shivani Priya Mohini Kak, is a Non-Executive, Non-Independent Director.

The terms of reference of the Stakeholders' Relationship Committee, inter-alia, include the following:

1. looking into various aspects of interest of shareholders, debenture holders, and other security holders.
2. 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.

3. reviewing measures taken by the Company for effective exercise of voting rights by shareholders.
4. 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.
5. 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.
6. reviewing and assessing the adequacy of the Charter for the Committee annually and recommending appropriate changes to the Charter to the Board for approval.

The Stakeholders' Relationship Committee met once (1) during the year 2024-25: on July 22, 2024. The members of the Committee are provided with the facility to attend the meeting through VC/OAVM.

The following table presents the composition of the Stakeholders' Relationship Committee as on March 31, 2025 and the details of attendance at the Committee meeting held during the year 2024-25.

Composition of Stakeholders' Relationship Committee			Stakeholders' Relationship Committee Meeting	No. of meetings attended	% of attendance
Name of the Director	Category	Position	No. (1) July 22, 2024		
Ms. Shivani Priya Mohini Kak	Non-Executive Non-Independent Director	Chairperson	Yes	1/1	100
Ms. Ranjana Agarwal*	Non-Executive Independent Director	Member	Yes	1/1	100
Mr. Arun Duggal*	Chairman, Non-Executive Independent Director	Member	Yes	1/1	100
Mr. Palamadai Sundararajan Jayakumar [§]	Chairman, Non-Executive Independent Director	Member	-	-	-
Mr. Ramnath Krishnan	Executive Director	Member	Yes	1/1	100

Note:

*Ms. Ranjana Agarwal & Mr. Arun Duggal ceased to be member(s) of the SRC w.e.f. November 1, 2024.

[§]Mr. Palamadai Sundararajan Jayakumar was appointed as a member of the SRC w.e.f. November 1, 2024.

The necessary quorum was present at the meetings.

The Chairperson of the Committee was present at the last Annual General Meeting of the Company held on July 23, 2024.

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 five (5) complaints from Shareholders/Investors during the financial year 2024-25. All complaints were redressed to the satisfaction of the Shareholders/Investors and no complaint was pending as on March 31, 2025.

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The details of the complaints received and resolved during the financial year 2024-25 are as follows:

S. No.	Complaint relating to/received from	Pending as on April 1, 2024	Received during the year	Resolved during the year	Not Resolved to the satisfaction of shareholders	Pending as on March 31, 2025
1.	Transfer/Transmission/Split/Duplicate Share Certificates	Nil	Nil	Nil	Nil	Nil
2.	Non-receipt of Dividend	Nil	5	5	Nil	Nil
3.	Dematerialisation/Re-materialisation of Shares	Nil	Nil	Nil	Nil	Nil
4.	Complaint received from:				Nil	
	(a) Securities and Exchange Board of India/SCORES	Nil	Nil	Nil	Nil	Nil
	(b) Stock Exchanges:	Nil	Nil	Nil	Nil	Nil
	(i) BSE Limited (BSE)	Nil	Nil	Nil	Nil	Nil
	(ii) National Stock Exchange of India Limited (NSE)	Nil	Nil	Nil	Nil	Nil
	(c) Registrar of Companies (ROC)	Nil	Nil	Nil	Nil	Nil
	(d) Reserve Bank of India					
5.	Legal	Nil	Nil	Nil	Nil	Nil
6.	Non-receipt of Refund Order	Nil	Nil	Nil	Nil	Nil
7.	Non-receipt of Electronic Credit	Nil	Nil	Nil	Nil	Nil
8.	Non-receipt of Annual Report	Nil	Nil	Nil	Nil	Nil
9.	Miscellaneous	Nil	Nil	Nil	Nil	Nil
	Total	Nil	5	5	Nil	Nil

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.

Strategy Committee

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

The following table presents the composition of the Strategy Committee as on March 31, 2025.

Composition of Strategy Committee		
Name of the Director	Category	Position
Ms. Wendy Huay Huay Cheong	Non-Executive Non-Independent Director	Chairperson
Mr. Michael Foley*	Non-Executive Non-Independent Director	Member
Mr. Stephen Arthur Long*	Non-Executive Non-Independent Director	Member
Mr. Brian Joseph Cahill [§]	Non-Executive Non-Independent Director	Member
Mr. Ramnath Krishnan	Executive Director	Member

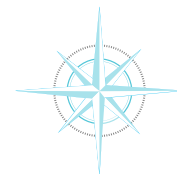
Note:

*Mr. Michael Foley & Mr. Stephen Arthur Long ceased to be member(s) of the Committee w.e.f. August 1, 2024 & November 1, 2024 respectively.

[§]Mr. Brian Joseph Cahill was appointed as a member of the Strategy Committee w.e.f. August 5, 2024.

There were no meetings held during the financial year 2024-25.

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



D. Senior Management

Details of senior management personnel(s) as on March 31, 2025, pursuant to the provisions of Regulation 16(1) (d) of the Listing Regulations, are as follows:

S. No.	Name*	Position
1	Aditi Nayar	Chief Economist & Head - Research & Outreach
2	Amit Gupta	General Counsel
3	Anand Iyer	Group Chief Technology Officer
4	Jayanta Chatterjee	Managing Director & Chief Executive Officer, ICRA Analytics Limited
5	K. Ravichandran	Executive Vice President & Chief Rating Officer
6	L. Shivakumar	Executive Vice President - Business Development & Chief Business Officer
7	Ramnath Krishnan	Managing Director & Group CEO
8	S. Shakeb Rahman	Company Secretary & Compliance Officer
9	Sheetal Sandhu	Group HR Head
10	Shubham Jain	Group Chief Strategy Officer
11	Venkatesh Viswanathan	Group Chief Financial Officer

*In alphabetical order

There were no changes in senior management since the close of the previous financial year.

F. 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
Thirty-First Annual General Meeting	August 4, 2022 at 15:30 hours	Through VC/OAVM (Deemed venue of the meeting: Registered Office)	No Special Resolution was passed by the Members.
Thirty-second Annual General Meeting	August 3, 2023 at 15:30 hours		The following Special Resolution was passed by the Members: To modify the terms of remuneration of Mr. Ramnath Krishnan (DIN: 09371341) as a Managing Director & CEO of the Company and as CEO of ICRA Group.
Thirty-third Annual General Meeting	July 23, 2024 at 15:00 hours		The following Special Resolutions were passed by the Members: <ul style="list-style-type: none"> To approve the appointment of Mr. Palamadai Sundararajan Jayakumar (DIN: 01173236), as an Independent Director of the Company. To approve the appointment of Mr. Pradip Manilal Kanakia (DIN: 00770347), as an Independent Director of the Company. To approve the appointment of Ms. Anuranjita Kumar (DIN: 05283847), as an Independent Director of the Company. To approve payment of remuneration to Mr. Ramnath Krishnan (DIN: 09371341) as a Managing Director & CEO of the Company and as CEO of ICRA Group.

E. Subsidiary Companies Monitoring Framework

All subsidiary companies of your Company operate under a Board-managed structure, wherein their respective Board of Directors are entrusted with the responsibility to oversee and manage these entities in the best interests of their stakeholders. The Company monitors the performance of its subsidiary companies using, inter alia, the following means:

- Financial statements, in particular the investments made by the unlisted subsidiary companies, are reviewed quarterly by the Audit Committee of the Company.
- 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.
- 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.

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Postal Ballot

During the year 2024-25, no special resolution was passed through Postal Ballot. No special resolution is proposed to be conducted through postal ballot as of now.

G. 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 pose a potential conflict of interest with the Company's interest.

However, it is important to highlight that the transactions between the unlisted material subsidiary of the Company, ICRA Analytics Limited ("ICRA Analytics"), and Moody's Corporation (including its affiliates) ("Moody's entities") for providing data outsourcing, research and IT support services, exceed 10% of the annual consolidated turnover of previous financial year. Hence, these transactions are considered material. These transactions are conducted in the ordinary course of business and are executed on an arm's length basis.

All related-party transactions are duly disclosed in the financial statements for the year ended March 31, 2025. Additionally, in compliance with 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?id=4®ulatoryDisclosureReportId=646>

(ii) Details of non-compliance

There have been no instances of non-compliance with the applicable provisions of the Listing Regulations. Further, your Company has not incurred any penalties or strictures imposed by the stock exchanges, Securities and Exchange Board of India, or any statutory authority concerning matters related to the capital markets during the last three years.

(iii) Details of the establishment of vigil mechanism/ whistle blower policy

Pursuant to Section 177(9) and (10) of the Act, and Regulation 22 read with Schedule V of the Listing Regulations, your Company has adopted a Whistle-Blower Policy. This policy aims to create a vigilant mechanism that enables stakeholders, Directors, and employees to report illegal, unethical, or improper activities through established channels. The primary goal is to promote an ethical and corruption-free work environment while safeguarding stakeholders, Directors, and employees from any form of retaliation.

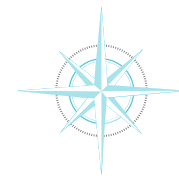
All reports of unethical malpractices received via the hotline or other established channels undergo thorough investigation to the extent feasible. The Whistle-Blower Policy does not release stakeholders, Directors or employees from their duty of confidentiality during their course of work, nor does it serve as a platform for addressing personal grievances.

The said mechanism also provides for adequate safeguards against victimisation of persons who use such mechanism and make 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?id=3®ulatoryDisclosureReportId=677>

(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?id=5®ulatoryDisclosureReportId=648>

**(v) Materiality policy**

In accordance with 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. Under this Policy, any transaction, event or information relating to the Company and/or its subsidiaries that may potentially fall within the realm of materiality is to be promptly reported by the employees of the Company and/or its subsidiaries to either the Group CFO or the General Counsel of the Company. Subsequently, the Group CFO and the General Counsel together will evaluate 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?id=8®ulatoryDisclosureReportId=544>

(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?id=9®ulatoryDisclosureReportId=675>

(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.

During the year 2024-25, your Company complied with all the 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. Your Company reimburses a part of the expenses for maintaining the office to the Chairman.
- (iii) Separate posts of Chairperson and the Managing Director or the Chief Executive Officer: Your Company's Chairman is a non-executive director and not related to the Managing Director or the Chief Executive Officer as per the definition of the term "relative" defined under the Act.

(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 Act, one separate meeting of the Independent Directors of the Company was held on February 10, 2025, without the attendance of the Executive Director and Non-Independent Directors. The Company Secretary has facilitated the Independent Directors in holding the meeting. Two (2) 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 covers 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.

Corporate Governance Report

(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 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:

- number of complaints filed during the financial year: Nil
- number of complaints disposed of during the financial year: Nil
- 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 2024-25 by your Company and its subsidiaries in India to BSR & Co. LLP, Chartered Accountants (including all entities in network firm/network entity), and Deloitte Haskins & Sells, Chartered Accountants, (including all entities in network firm/network entity), on a consolidated basis are as under.

(in ₹ lakhs)			
Particulars	Deloitte Haskins & Sells [#]	BSR & Co. LLP [*]	Total
Audit fees	69.22	7.43	76.65
Other certification services fees	0.30	-	0.30
Reimbursement of expenses	4.08	1.02	5.10
Total	73.60	8.45	82.05

[#] from the conclusion of this Thirty-Third AGM held on July 23, 2024

^{*} till the conclusion of the Thirty-Third AGM held on July 23, 2024.

(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, 2025 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 2024-25 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 and SEBI Circular No SEBI/HO/CFD/CMD1/CIR/P/2018/0000000141 dated November 15, 2018 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

During the financial year 2024-25, the Company has not raised any capital through preferential allotment or qualified institutions placement. Therefore, no disclosure is required regarding utilization of funds raised through preferential allotment or qualified institutions placement.

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

During the financial year 2024-25, the Board of Directors had accepted all recommendations of the Committees of the Board of Directors.

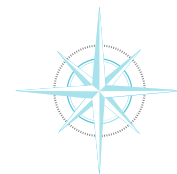
(xviii) Disclosures with respect to demat suspense account/unclaimed suspense account

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.

(xix) Loans and Advances

During the financial year 2024-25, there were no loans or advances given by the Company to firms/ companies in which directors are interested.

ICRA Analytics Limited, a material unlisted subsidiary of the Company, had entered into a loan agreement with D2K Technologies India Private Limited ("D2K") in the financial year 2023-24 to grant of a loan of ₹ 8 crores. Out of which ₹ 5 crores was disbursed in the financial year 2023-24, and the balance ₹ 3 crores was disbursed during the financial year ended on March 31, 2025. Apart from the above no loans or advances were provided by the subsidiaries to firms/ companies in which directors were interested.



(xx) Material unlisted subsidiary

Disclosure requirements pertaining to material unlisted subsidiary companies prescribed under Schedule V of the Listing Regulations, are as follows:

S. No.	Name of material Unlisted subsidiary	Date of Incorporation	Place of Incorporation	Name of statutory auditors	Date of appointment of statutory auditor
1.	ICRA Analytics Limited	January 22, 1999	New Delhi	B S R & Co. LLP Deloitte Haskins & Sells	September 20, 2019 July 17, 2024

Means of Communication

1. Your Company's corporate website www.icra.in has an Investors' section, which provides comprehensive information to members. The quarterly and annual financial results are available there.
2. The quarterly and annual financial results of the Company are published in English and Hindi daily newspapers, viz. The Financial Express and Jansatta. The results are also available on your Company's website (www.icra.in) and on the websites of BSE Limited (www.bseindia.com) and the National Stock Exchange of India Limited (www.icra.in).
3. The Company has a designated email id, investors@icraindia.com for investor services.
4. 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. As required under Regulation 46 of the Listing Regulations, your Company maintains a functional website www.icra.in, which, inter alia, presents all the required information in compliance with the said Regulation.

H. 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)	Yes
Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	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
Recommendation of Board	17(11)	Yes
Maximum number of directorships	17A	Yes
Composition of audit committee	18(1)	Yes
Meeting of audit committee	18(2)	Yes
Role of Audit Committee and information to be reviewed by the audit committee	18(3)	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
Role of nomination & remuneration committee	19(4)	Yes
Composition of stakeholder relationship committee	20(1), (2) and (2A)	Yes
Meeting of stakeholder relationship committee	20(3A)	Yes
Role of stakeholder relationship committee	20(4)	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
Quorum of risk management committee meeting	21(3B)	Yes
Gap between the meetings of the Risk Management Committee	21(3C)	Yes
Vigil mechanism	22	Yes
Policy for related party transaction	23(1),(1A),(5),(6), & (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)	Yes
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
Alternate director to Independent Director	25(1)	NA
Maximum tenure	25(2)	Yes
Appointment, re-appointment or removal of an independent director through special resolution or the alternate mechanism	25(2A)	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
Confirmation with respect to appointment of Independent Directors who resigned from the Company	25(11)	NA
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
Policy with respect to obligations of directors and senior management	26(2) & 26(5)	Yes
Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the Company	26(6)	NA
Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2), 26A(3)	Yes

I. 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.

J. CEO and CFO Certification

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

K. Reconciliation of Share Capital Audit

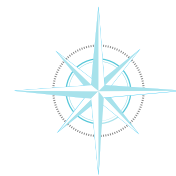
As stipulated by SEBI (Depositories and Participants) Regulations, 2018, a Reconciliation of the Share Capital Audit is carried out by an independent

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.

L. Mandatory Dematerialisation of Equity Shares

The Securities and Exchange Board of India has amended regulation 40 of the Listing Regulations, stipulating that the transfer of securities of a listed company will only be processed if the securities are held in dematerialized form. This regulation became effective on April 1, 2019.

As on March 31, 2025, 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.

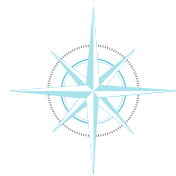


M. General Members' Information

1. Annual General Meeting	
Date	July 31, 2025
Time	3:00 p.m. (IST)
Mode	VC/OAVM
	Deemed venue of the meeting: Registered Office
2. Financial Year	The Company's financial year begins on 1 st April and ends on 31 st March.
Quarterly results will be declared as per the following tentative schedule:	
<ul style="list-style-type: none"> Financial reporting for the quarter ending June 30, 2025 	Second fortnight of July 2025
<ul style="list-style-type: none"> Financial reporting for the quarter ending September 30, 2025 	Second fortnight of October 2025
<ul style="list-style-type: none"> Financial reporting for the quarter ending December 31, 2025 	Second fortnight of January 2026
<ul style="list-style-type: none"> Financial reporting for the year ending March 31, 2026 	First fortnight of May 2026
3. Dividend Payment Date	Not later than August 21, 2025
4. Listing on Stock Exchanges	<p>The shares of your Company are listed on:</p> <ul style="list-style-type: none"> BSE Limited P.J. Towers, Dalal Street, Mumbai 400 001 National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai 400 051 <p>Your Company has paid the annual listing fee for the financial year 2025-26 to both the Exchanges.</p>
5. Registrar and Share Transfer Agent	<p>M/s. MUFG Intime India Private Limited (Formerly known as M/s. Link Intime India Private Limited) Noble Heights, 1st Floor, Plot NH2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi - 110058 Tel: +91 11 4141 0592 Fax: +91 11 4141 0591 Email Id: rnt.helpdesk@in.mpms.mufg.com</p>
6. Share Transfer System	<p>The Board of Directors has delegated the power of share transfer to the Registrar and Share Transfer Agent, MUFG Intime India Private Limited (address mentioned above).</p> <p>Largely, the entire equity capital of the Company is held in dematerialised form. The Company's shares are compulsorily traded in dematerialised form and are available for trading with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The shareholders can hold the Company's shares with any of the depository participants, registered with the depositories.</p>
7. Compliance Officer	<p>Mr. S. Shakeb Rahman Company Secretary & Compliance Officer ICRA Limited Building No. 8, 2nd Floor, Tower A DLF Cyber City, Phase-II Gurugram-122002, Haryana Tel: +91 124 4545300 Email: investors@icraindia.com</p>
8. Dematerialisation of Shares and Liquidity	99.99% shares of your Company are held in the electronic mode.

Corporate Governance Report

9. Payment of Dividend	<p>Your Company facilitates Dividend payments through electronic modes such as Direct Credit (DC), Real Time Gross Settlement (RTGS), National Electronic Clearing Service (NECS). Through these electronic channels, members have the option to receive their Dividend directly credited to their bank accounts. Utilising DC/RTGS/NECS offers several advantages, including elimination of issues such as loss or fraudulent interception of Dividend warrants during postal transit, as well as expediting the payment process. 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>
10 Green Initiative	<p>To support the 'Green Initiative', Members who have not yet registered their email addresses are kindly 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 the physical form.</p> <p>In compliance with the circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India, Notice of the AGM along with the Annual Report 2024-25 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 2024-25 will also be available on the Company's website viz. www.icra.in for their reference.</p>
11. Bank Details for Electronic Shareholding	<p>Members are requested to notify their Depository Participant about the changes in the bank details and furnish complete details of their bank accounts, including the MICR codes of their banks, to their Depository Participants.</p>
12. KYC Details	<p>The members are requested to note that the Securities and Exchange Board of India vide its circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, as amended from time to time, has prescribed common and simplified norms for processing investor's request by Registrars to an Issue and Share Transfer Agents and norms for furnishing Permanent Account Number ("PAN"), Know Your Customer ("KYC") details and nomination details by the holders of physical securities. A copy of the SEBI Circular has been uploaded on the investors' section of the Company's website, https://www.icra.in/</p> <p>Hence, Members are requested to furnish PAN, postal address, email address, mobile number, specimen signature, bank account details and nomination by holders of physical securities and to furnish the documents/details, as given below:</p> <p>Form No. ISR-1 - request for registering PAN, KYC details or changes/updation thereof</p> <p>Form No. ISR-2 - confirmation of signature of securities holder by the banker</p> <p>Form No. ISR-3 - declaration form for opting-out of nomination by holders of physical securities</p> <p>Form No. SH-13 - nomination form</p> <p>Form No. SH-14 - cancellation or variation of nomination</p> <p>The members of the Company holding shares in physical form shall provide the following documents/details to M/s. MUFG Intime India Private Limited, the Registrars to an Issue and Share Transfer Agent of the Company:</p>



	<ol style="list-style-type: none"> PAN Nomination (for all eligible folios) in Form No. SH-13 or submit declaration to "Opt-Out" in Form No. ISR-3. Note: Any cancellation or change in nomination shall be provided in Form No. SH-14. Contact details including postal address with PIN code, mobile number, e-mail address. Bank account details including bank name and branch, bank account number, Indian Financial System Code ("IFSC"). Specimen signature.
	Any service request shall be entertained by Registrar and Share Transfer Agent only upon registration of the PAN, KYC details and the nomination by holders of physical securities.
13. Investor Complaints to be addressed to	Registrar and Share Transfer Agent, or to Mr. S. Shakeb Rahman, Compliance Officer, at the relevant address, as mentioned earlier.
14. Address for correspondence	Registrar and Share Transfer Agent, or to Mr. S. Shakeb Rahman, Compliance Officer, at the relevant address, as mentioned earlier.
15. Outstanding Global Depository Receipts or American Depository Receipts or Warrants or any Convertible Instruments, Conversion date and likely impact on equity	None
16. Commodity price risk or foreign exchange risk and hedging activities	Not Applicable
17. Plant locations	Not Applicable
18. Credit ratings	Not Applicable

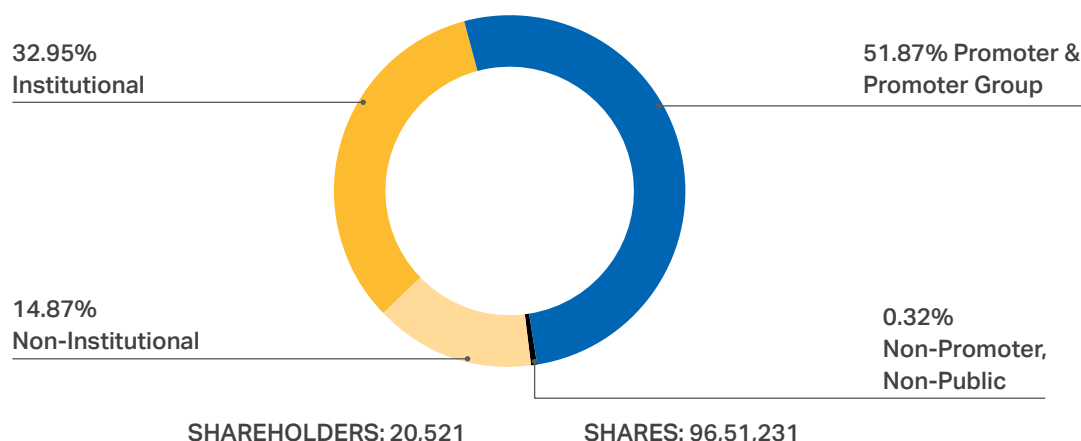
19. Distribution of Shareholding as on March 31, 2025

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	21,118	97.74	39	5,62,907	1,72,907	7,35,853	7.62
501 – 1000	255	1.18	0	1,57,426	28,575	1,86,001	1.93
1001 – 2000	99	0.45	0	1,20,201	17,504	1,37,705	1.43
2001 – 3000	42	0.19	0	95,586	6,227	1,01,813	1.06
3001 – 4000	23	0.11	0	57,985	22,058	80,043	0.83
4001 – 5000	6	0.03	0	21,124	4,050	25,174	0.26
5001 – 10000	25	0.12	0	1,67,141	0	1,67,141	1.73
10001 & Above	39	0.18	0	81,65,818	51,683	82,17,501	85.14
Total	21,607	100	39	93,48,188	3,03,004	96,51,231	100

*not clubbed based on permanent account number.

Corporate Governance Report

20. Shareholding Pattern as on March 31, 2025



Shareholders Holding 1% or More Than 1% of Shares

Moody's Investment Company India Private Limited	31.66%
Moody's Singapore Pte Ltd	20.20%
Pari Washington India Master Fund, Ltd.	6.95%
Aditya Birla Sun Life Trustee Private Limited A/C Aditya Birla Sun Life MNC Fund	3.38%
Parag Parikh Flexi Cap Fund	3.04%
Canara Robeco Mutual Fund A/C Canara Robeco Small Cap Fund	2.82%
Pari Washington Investment Fund	2.58%
SBI Infrastructure Fund	2.47%
JM Financial Mutual Fund – JM Flexicap Fund	1.59%
General Insurance Corporation of India	1.33%
HDFC Life Insurance Company Limited	1.24%
Sundaram mutual fund A/c Sundaram Flexi cap fund	1.26%
Nippon life india trustee ltd- A/c Nippon india small cap fund	1.12%

21. Disclosure of certain types of agreements binding on listed entities

During the financial year 2024-25, there being no transactions with respect to the agreements as per clause 5A of part A of paragraph A of Schedule III, of the Listing Regulations.

- 22.** Your Company has complied with and disclosed all the mandatory corporate governance requirements under Regulations 17 to 27 and clause (b) to (i) of sub-regulation (2) and sub-regulation (2) of Regulation 46 of the Listing Regulations.

On behalf of the Board of Directors

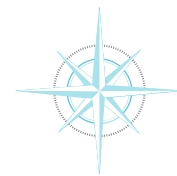
(P.S. Jayakumar)

Chairman

DIN: 01173236

Place: Mumbai

Date: May 29, 2025



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 2024-25.

(Ramnath Krishnan)

Managing Director & Group CEO

DIN: 09371341

Place: Mumbai

Date: May 29, 2025

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, Ramnath Krishnan, Managing Director & Group CEO, and Venkatesh Viswanathan, 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, 2025 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.

(Ramnath Krishnan)

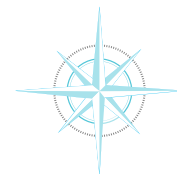
Managing Director & Group CEO
DIN: 09371341

(Venkatesh Viswanathan)

Group Chief Financial Officer

Place: Mumbai

Date: May 29, 2025

**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

B-710, Statesman House 148,

Barakhamba Road, New Delhi – 110001

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of ICRA Limited, having CIN L74999DL1991PLC042749 and having registered office at B-710, Statesman House 148, Barakhamba Road, 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) as considered necessary and explanations furnished to us by the Company and its officers and declarations received from respective Directors, we hereby certify that as on Financial Year ended on March 31, 2025 none of the Directors on the Board of the Company as stated below 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	Original date of appointment in Company
1.	Wendy Huay Huay Cheong	08927070	06/11/2020
2.	Ramnath Krishnan	09371341	23/10/2021
3.	Shivani Priya Mohini Kak	09486147	18/02/2022
4.	Stephen Arthur Long	09595066	13/05/2022
5.	Brian Joseph Cahill	10615493	01/08/2024
6.	Pradip Manilal Kanakia	00770347	01/11/2024
7.	Palamadai Sundararajan Jayakumar	01173236	01/11/2024
8.	Anuranjita Kumar	05283847	01/12/2024

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**

Peer Review Certificate No.: 6689/2025

Firm Registration No.: P1988DE002500

Rupesh Agarwal

Managing Partner

Membership No. A16302

CP No. 5673

UDIN: A016302G000460636

Date: May 27, 2025

Place: Delhi

To The Members of ICRA Limited

Independent Auditor's Certificate on Corporate Governance

1. This certificate is issued in accordance with the terms of our engagement letter dated May 16, 2025.
2. We, Deloitte Haskins & Sells, Chartered Accountants, the Statutory Auditors of ICRA Limited (the "Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on March 31, 2025, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (the "Listing Regulations").
6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

Managements' Responsibility

3. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

Auditor's Responsibility

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

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. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended March 31, 2025.
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.

For **Deloitte Haskins & Sells**
Chartered Accountants
(Firm's Registration No. 117365W)

Jayesh Parmar
(Membership No. 106388)
(UDIN: 25106388BMISAM3219)

Place: Mumbai
Date: May 29, 2025

Management Discussion and Analysis Report

(Annexure to the Directors' Report)

A. Industry Structure and Developments Ratings & ancillary services

The domestic credit market grew in FY2025 but at a slower pace compared to the previous year as the economy underwent some moderation due to the Government's infrastructure plans slowing down because of elections. Higher risk weights for NBFCs, and specifically, unsecured borrower segments, and evolving negative sentiments as asset quality concerns emerged in the over leveraged retail segment had a moderating impact on bank credit. Bond issuances too saw lower growth than the previous year reflecting higher risk perception and volatile liquidity. At present, geopolitical uncertainties continue to weigh heavily on market sentiments and corporate plans. The much-awaited revival of private capital expenditure would be contingent on the visibility of demand and, importantly, stability in the environment. The domestic securitisation market saw significant growth in FY2025, driven by new

originators, including large private sector banks, and healthy credit demand from NBFCs and HFCs. However, asset quality concerns in unsecured asset classes impacted growth in these segments.

The Reserve Bank of India (RBI) has taken several steps to improve the credit market, including two rate cuts of 25 bps each in February and April 2025, with a highly likely additional rate cut in first half of calendar year 25 (June to August 2025), deferment of Liquidity Coverage Ratio (LCR) and higher provisions on project finance loans after March 2026, rollback of risk weights on loans to NBFCs, de-stressing concern over the prevailing CD ratio, changing the monetary policy stance to accommodative signaling likelihood of future rate cuts and sizeable infusion of durable liquidity. The Government's action of tax cuts, announced in the Union Budget, that take effect from April 1, 2025 is expected to improve consumption. With the prediction of a normal monsoon, rural demand can be expected to be encouraging. All these steps are supportive of credit growth.

Management Discussion and Analysis Report

Research & Analytics

The research and analytics space continues to evolve rapidly, driven by advancements in technology, increasing demand for data-driven insights, regulatory interventions and the growing complexity of global markets. ICRA is well-positioned to capitalize on these trends, leveraging its robust analytical capabilities and comprehensive research methodologies to deliver high-quality insights to its clients.

Global collaboration, increased demand for customized research, and the inclusion of India in J. P. Morgan's Government Bond Index-Emerging Markets Global CORE and the Bloomberg Emerging Market Local Currency Index are anticipated to create new opportunities for the Market Data business.

The Reserve Bank of India (RBI) has continued to enhance regulatory supervision for banks and Non-Banking Financial Companies (NBFCs) throughout the year. The introduction of guidelines on Model Governance has opened new opportunities for ICRA Analytics. Additionally, the trend towards the automation of the credit lifecycle in banks is intensifying, creating a growing demand for advanced risk management products. With the acquisition of D2K Technologies, ICRA Analytics is well-positioned to meet these evolving client requirements and deliver comprehensive risk solutions.

The largest business - Knowledge Services (KS) saw muted growth due to the discontinuation of ESG services, but it is gearing up to handle the intensified trend of Gen-AI adoption and automation. The development of 'Infre360', a data and analytics tool for the InvITs and REIT space, shows promising initial feedback. Efforts to grow in new areas and client segments remain a key focus.

(A detailed overview of the businesses is presented in the section titled Review of Operations in the Directors' Report.)

B. Opportunities and Threats

Opportunities

The Ratings business continues to benefit from a favourable regulatory environment. The Securities Exchange Board of India (SEBI) and Reserve Bank of India (RBI) continue to support enhanced financing through the capital market route. The risk appetite for lower rating grades is a constraining factor in the capital market but with newer classes of investors like Alternate Investment Funds, investment in these

high-yielding credits is picking up. These entities would invest in credit enhanced structures too.

ICRA's wholly owned subsidiary, ICRA ESG Ratings Limited is registered as a Category-I ESG Rating Provider (ERP). This offers a significant business opportunity as ESG ratings are sought by a certain class of investors such as Impact Funds.

The trend of increasing regulatory oversight coupled with drive toward automation, Gen AI and data driven analytics is expected to further strengthen the demand for deep sectoral research, advanced risk analytics, high quality data, and related support services. Your Company remains committed to providing state of the art products in the Risk Analytics and Research space and cater to emerging demand in this space, including in ESG consulting.

ICRA is well placed to benefit from each of the opportunities stated above, given its competitive strengths and strategic initiatives. We believe that your Company's competitive strengths include a proven track record in ratings, a highly experienced talent pool, advanced analytical capabilities, strong brand recognition, diverse client profiles, a robust governance structure, and close association with the Moody's Group.

Threats

The threats confronting the business have been discussed in Section D of this report.

C. Segment-wise or Product-wise Performance

Details on segment-wise performance have been discussed in Section F of this report.

D. Risks and Concerns

(1) Business Risks

Any economic slowdown in India may impact the volume of bank credit or debt securities issued in the domestic capital markets, and may, have an adverse impact on the ratings business. Any adverse movement in interest rates and credit spreads, foreign exchange fluctuations, defaults by significant issuers/borrowers, along with 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 a downturn in the financial markets domestically or internationally could have a materially adverse effect on your Company's business and financial results.



The ratings business is largely dependent on the recognition of our brand and reputation. In this regard, prominent investment grade defaults or multi-notch downgrades could negatively affect our reputation and position as a quality credit rating agency.

The Knowledge Services (KS) vertical relies largely on global clients and revenues may be impacted by any adverse global macroeconomic event. Also, increased adoption of Gen-AI and other AI/ML driven automation initiatives at the client end may impact key business segments in KS.

Rapid advances in analytics and reg tech platforms demand continuous investment in technology and talent upskilling in the RMS vertical, while pricing pressures challenge margins. Data quality and integration complexities expose us to delivery delays and cost overruns. A sustained period of downturn in the financial markets domestically or globally could have an adverse impact on the Market Data vertical.

To mitigate business risks arising from changes in economic and market conditions and in regulations, your Company constantly monitors developments, including automated early warning signals to identify stress, and remains focused on maintaining the robustness of its ratings and gradings while at the same time promoting brand ICRA through webinars, seminars and conferences, apart from the publication of research reports and thematic notes. ICRA continues to invest in technologies, products and people to drive sustainable growth.

(2) Operational Risk

Your Company relies on clients/third parties for the adequacy and accuracy of information (relating to such clients), which may not always be independently verifiable. It may also rely on representations as to the accuracy and adequacy of the information obtained. The quality of the ratings that the Company assigns is inherently dependent upon the accuracy of the information presented to us.

The Company has robust checks in place to ensure accuracy in sourcing, processing and delivering quality information and has been investing in upgrading technology and related infrastructure to automate processes and minimise manual intervention.

(3) Policy Risk

Material changes in the regulations that govern us, or our businesses could affect the results of our operations. Most of your Company's revenues

come from rating services, which are influenced by regulatory requirements. SEBI has enhanced disclosure and monitoring requirements for credit rating agencies with an objective of bringing in more transparency in the capital market. The Risk Management and Market Data services rely on adopting their products to meet the changing regulatory norms.

The Company keeps a close watch on key regulatory developments to track changes and their potential impact on its business. ICRA continues to enhance its systems and processes to keep pace with the evolving regulatory environment and ensure compliance in a timely manner.

(4) Client Concentration

The Knowledge Services business in ICRA Analytics has significant dependency on a single client for revenue and margins. High client concentration may expose the business for sudden loss of revenue or margins.

The Company has put in place a strategy which aims to reduce the dependence on a single client and focus more on the diversification of revenue streams. The strategy and related plan for reducing client concentration are periodically evaluated by the management.

(5) Investment Risk

Your 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.

It has a well-defined investment policy with specific guidelines on investments which is duly approved by the Board. All investments are periodically reviewed and assessed for compliance with policy and market risks.

(6) Information and Cyber Security Risk

Your Company's ability to conduct business may be adversely impacted on account of cyber incidents resulting in financial loss, disruption or damage to the reputation of an organisation. 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.

ICRA has a well-designed Information Security Management System (ISMS) with various policies, procedures and guidelines in place to set the

Management Discussion and Analysis Report

security controls. The Company has invested in various security tools and infrastructure to strengthen monitoring. Employee training and awareness sessions are conducted to remain vigilant against cyber incidents.

(7) Regulatory 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. A complex and dynamically evolving regulatory environment may expose the Company to regulatory risk.

Your Company has put in place a compliance framework and tool to proactively monitor regulatory requirements. Periodic reviews are undertaken by the compliance team to assess effectiveness of the compliance framework. The compliance team provides periodic training to users to ensure adherence to policies, the Code of Conduct, and applicable laws. After the training, all employees are mandatorily required to undergo compliance assessment.

(8) Talent Risk

Attracting and retaining the top talent has been one of the key imperatives for ICRA. We continue to hire the top talent from the country's best colleges and universities to create a healthy pipeline of talent. Job rotations within the company as well as inter-entity movements within Group ICRA also help us retain the top talent and align individuals' career path with the organisation's objectives. We recognize the top performers through internal and external social media posts to reinforce the positive behaviours in line with ICRA Values.

We constantly strive to create a strong employee value proposition for our employees by working on our compensation structure, introducing better benefits, launching Group ICRA employee newsletter and organizing more team-bonding initiatives like offsites, lunches etc. for enhanced collaboration. We are driven to achieve better employee experience by making our people processes more efficient with the use of technology.

Your Company is committed to its employees' well-being and growth. We firmly believe that our most valuable asset is our workforce, and we have consistently implemented various human resource initiatives to ensure their professional and personal development.

E. Internal Control Systems and their Adequacy

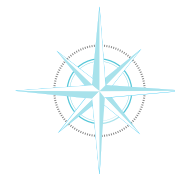
The Management is responsible for establishing and maintaining controls and procedures for the Company, following the review by the Audit Committee and the Board of Directors. Accordingly, the Management designed such controls and procedures or caused such controls and procedures to be designed under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

F. Discussion on Financial Performance with respect to Operational Performance

The key features of your Company's financial performance for the year ended March 31, 2025 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 Companies Act, 2013 (the "Act") read with the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act. The Company's Management accepts responsibility for the integrity and objectivity of these financial statements.

The financial information discussed in this section is derived from the consolidated financial results of the Company.



I. Results of operation

The financial performance of the ICRA is summarised below:

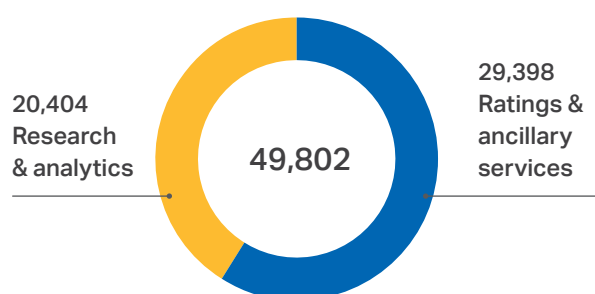
Particular	Consolidated				Standalone			
	FY2025	% of total income	FY2024	% of total income	FY2025	% of total income	FY2024	% of total income
Revenue from operations	49,802	87	44,611	86	28,672	74	25,124	73
Other income	7,741	13	7,497	14	10,205	26	9,096	27
Total income	57,543	100	52,108	100	38,877	100	34,220	100
Employee benefit expenses	26,113	45	24,036	46	14,957	38	14,521	42
Finance costs	480	1	1,041	2	172	0	377	1
Depreciation and amortisation expense	1,639	3	1,346	3	792	2	799	2
Other expenses	5,914	10	5,699	11	4,061	10	3,839	11
Total expenses	34,146	59	32,122	62	19,982	51	19,536	57
Profit before tax	23,397	41	19,986	38	18,895	49	14,684	43
Total tax expense	6,277	11	4,762	9	4,076	10	2,368	7
Profit after tax	17,120	30	15,224	29	14,819	38	12,316	36

(a) Revenue from operations

ICRA earns revenue primarily from ratings, research, analytics, and other risk offerings. During the year, the revenue from operations increased by 11.6% to ₹ 49,802 lakhs, against ₹ 44,611 lakhs from FY2024. Revenue from operations was driven by strong growth in Ratings & ancillary services.

FY2025

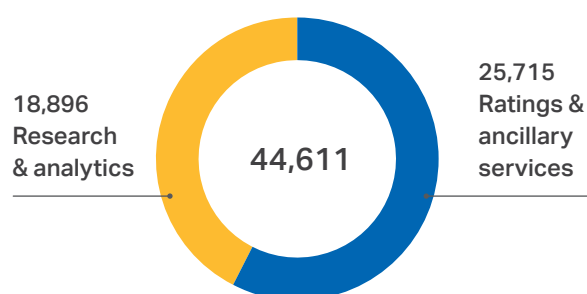
(₹ in lakhs)



Ratings & ancillary services revenue grew by 14% to ₹ 29,398 lakhs and was supported by growth in the domestic credit environment, which grew at a slower rate compared to the previous year, amid tightened liquidity and geo-political uncertainties. The growth was also aided by uptick in structured finance and commercial papers borrowings. Ratings revenue grew in all the key segments, namely corporate, infrastructure and financial and continue to have a sharp focus on infrastructure and financial segments.

FY2024

(₹ in lakhs)



Research & Analytics revenue grew by 8% to ₹ 20,404 lakhs, with strong growth in D2K Market Data services and Customized Research. ICRA Analytics launched new products like EQ360 for ESG data and Infre360 for infrastructure data.

(b) Other income

Other income primarily consists of interest income on fixed deposits and investments, gain on financial assets carried at fair value through profit or loss and rental income. Other income has grown by 3% in FY2025 over FY2024.

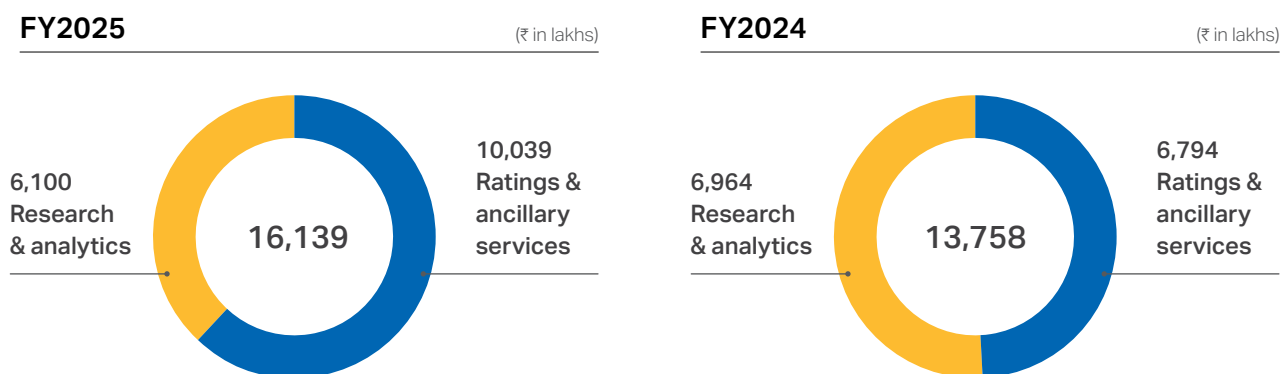
Management Discussion and Analysis Report

(c) Expenses

Employee benefits expenses growth is largely due to merit increase and impact of consolidation of D2K for full year in FY2025.

Other operating expenses increased largely on account of investments in technologies. Finance costs were higher in FY2024 mainly on account of discounting impact for D2K purchase consideration payouts. Depreciation and amortisation costs are higher due to consolidation of D2K.

Segment Operating Profit



Group segmental profit was ₹ 16,139 lakhs driven by strong performance in Ratings & ancillary services. Research & Analytics segmental profit were lower due to muted revenue growth from Knowledge Service and change in the revenue mix.

II. Property, plant and equipment and Intangible assets

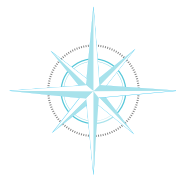
- a) During the year, the company made investments in fixed assets to support its strategic growth initiatives. The total capital expenditure amounted to ₹1,486 lakhs, in technology upgrades, leasehold improvements and intangible assets. The depreciation expense for the year was ₹1,639 lakhs compared to ₹ 1,346 lakhs in the previous year.

The Group's Property plant and equipment and Intangible assets at the end of the year were as follows.

	(₹ in lakhs)		
Particular	FY2025	FY2024	Growth %
Property, plant, equipment etc	6,305	6,122	3
Less: accumulated depreciation	3,380	3,095	9
Net Block	2,925	3,027	(3)
Right-of-use assets - Buildings	2,898	2,362	23
Less: accumulated depreciation	1,779	1,340	33
Net Block	1,119	1,022	10
Intangible assets	3,270	2,932	11
Less: accumulated depreciation	1,370	868	58
Net Block	1,900	2,064	(8)
Intangible assets under development	351	79	344

b) Goodwill on consolidation

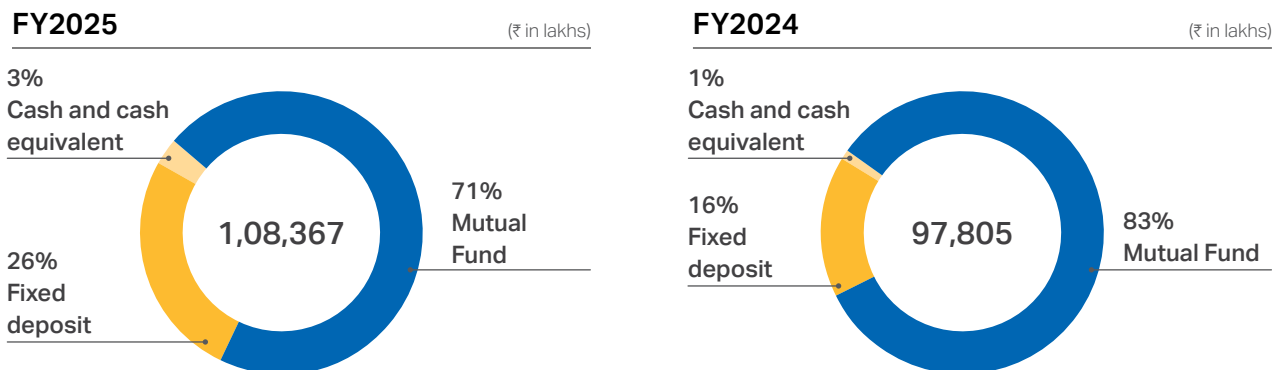
Goodwill on consolidation represents the excess of purchase consideration over the net asset value of acquired entities on the date of such acquisition. Goodwill is tested for impairment annually, or more frequently if there are indications of impairment. For goodwill impairment testing, the carrying amount of the cash generating units (CGUs) is compared with recoverable amount of CGU by the Group.



III. Financial assets

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

- (a) **Treasury:** Treasury includes investment in mutual funds, fixed deposits and cash and cash equivalents.



The Group deploys its internal accruals and surplus funds primarily in mutual funds and fixed deposits as per its investment policy approved by the Board of Directors. During FY 2024-25, the company maintained a robust treasury management strategy to ensure optimal liquidity and risk management. The primary focus was on preserving capital, enhancing returns, and managing risks associated with market volatility.

- (b) **Other financial assets:** Other financial assets includes trade receivables, other contract assets, loans, security deposits etc.

(₹ in lakhs)			
Particular	FY2025	FY2024	Growth %
Trade receivables	4,759	5,109	(7)
Others	1,334	1,022	31
Total	6,093	6,131	(1)

Overall DSO of 36 days remains same for FY2025 and FY2024.

IV. Equity

(a) Equity share capital

ICRA has only one class of equity shares having a par value of ₹ 10 each. The issued, subscribed and paid-up capital stood at ₹ 965 lakhs into 96,51,231 equity shares of ₹ 10 each.

(b) Other equity

(₹ in lakhs)			
Particulars	FY2025	FY2024	Growth %
Capital reserves	3,302	3,317	(0.4)
Capital redemption reserves	65	65	-
Share based payment reserve	455	151	100
Treasury shares	(101)	(105)	(4)
General reserves	8,347	8,281	1
Foreign currency translation reserve	(32)	(35)	(7)
Other comprehensive loss	(536)	(469)	14
Retained earnings	92,858	85,480	9
Total other equity	1,04,358	96,684	8

Other equity increased by 8% as on March 31, 2025, in comparison to March 31, 2024. During the year FY2025, the Group granted additional 9,096 options to eligible employees. The options would be vested as defined in the Scheme.

Management Discussion and Analysis Report

V. Financial liabilities

(₹ in lakhs)			
Particular	FY2025	FY2024	Growth %
Lease liability	1,198	1,088	10
Trade payables	911	741	23
*Others	10,070	8,743	15
Total financial liability	12,179	10,572	15

*As part of the acquisition of D2K Technologies India Private Limited, the Group has committed to buy-out the balance 40% equity shares from the remaining shareholders. Accordingly, ₹ 3,602 lakhs have been recognised by the Group as deferred consideration.

VI. Other liabilities and provisions

Other current liabilities consist of unearned revenue, statutory dues payable and advances received from customers. Total other current liabilities increased by 5% as on March 31, 2025, as against March 31, 2024, mainly due to increase in unearned revenue.

Provisions include employee-related liabilities such as gratuity, compensated absences, variable pay and towards ongoing litigations.

VII. Key financial ratios

Key financial ratios are provided in the table below:

Particular	FY2025	FY2024
Debtor turnover (no. of days)	36	36
Current ratio	6.4	4.3
Operating profit margin (%)	31%	28%
Net profit margin (%)	34%	34%
Return on net worth (%)	16%	16%

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

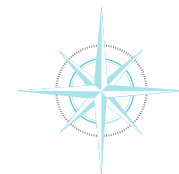
ICRA Group, with a total employee strength of 1,365 as of year-end 2024-25, continues to accord high priority to human resource development, with emphasis on improving skill, competence and knowledge through regular virtual/online training and in-house/external professional development programmes.

On behalf of the Board of Directors

P. S. Jayakumar
Chairman
DIN: 01173236

Place: Mumbai

Date: May 29, 2025



Secretarial Audit Report

For The Financial Year Ended March 31, 2025

To
The Members
ICRA Limited
B-710, Statesman House 148,
Barakhamba Road
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"). The 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 authorized 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, 2025 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, 2025 (hereinafter referred as **"period under review"**) 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 to the extent of Regulation 76 of 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 and guidelines 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 to the extent applicable;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 to the extent applicable;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 to the extent applicable;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 to the extent applicable;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 to the extent applicable; **Not Applicable during the period under review.**
 - (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, 2021; **Not Applicable during the period under review.**
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable during the period under review.**
- (vi) The other laws, as informed and certified by the management of the Company which are specifically applicable to the Company based on their sector/industry are:
 - (a) The Securities and Exchange Board of India (Credit Rating Agencies) Regulations, 1999;
 - (b) The Securities and Exchange Board of India (Intermediaries) Regulations, 2008 to the extent applicable.

Secretarial Audit Report

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 generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Director. The 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 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

Peer Review Certificate No.: 6689/2025
Firm Registration No.: P1988DE002500

Rupesh Agarwal

Managing Partner

Membership No. A16302

Certificate of Practice No. 5673

UDIN: A016302G000460592

Date: May 27, 2025

Place: Delhi

Note:

- (i) 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.



Annexure-A to the Secretarial Audit Report

To
The Members
ICRA Limited
B-710, Statesman House 148,
Barakhamba Road
New Delhi-110001

Auditor's responsibility

Based on audit, our responsibility is to express an opinion on the compliance with the applicable laws and maintenance of records by the Company. We conducted our audit in accordance with the auditing standards CSAS 1 to CSAS 4 ("CSAS") prescribed by the Institute of Company Secretaries of India ("ICSI"). These standards require that the auditor complies with statutory and regulatory requirements and plans and performs the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the CSAS. Our report of even date is to be read along with this letter.

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.
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 and for which we relied on the report of statutory auditor.
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

Peer Review Certificate No.: 6689/2025
Firm Registration No.: P1988DE002500

Rupesh Agarwal
Managing Partner
Membership No. A16302
Certificate of Practice No. 5673
UDIN: A016302G000460592

Date: May 27, 2025
Place: Delhi

Secretarial Audit Report

For The Financial Year Ended March 31, 2025

To,

The Members

ICRA ANALYTICS LIMITED

Infinity Benchmark, 17th Floor

Plot G1, Block - GP, Sector - V, Salt Lake,

Kolkata, West Bengal – 700091

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate governance 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.

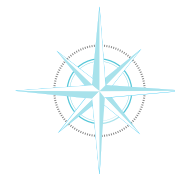
Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2025 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, 2025 ('Period under review') 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; **Not Applicable during the year under review.**
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 74 and 76 of SEBI (Depositories and Participants) Regulations, 2018; **Not Applicable during the year under review.**
- (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'); **Not Applicable during the year under review.**
 - (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) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 - (f) 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 to the extent of securities issued;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
 - (h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018;
- (vi) As informed and certified by the Management of the Company there are no other laws which are specifically applicable to the Company based on the Sectors/Industry.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India and notified by the Ministry of Corporate Affairs.



During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that;

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The 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 at least seven days in advance except in cases where meetings were convened at a shorter notice. The Company has complied with the provisions of Act for convening meeting at the shorter notice, 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 are carried out unanimously 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 and regulations and guidelines.

We further report that during the audit period no major event has happened which is deemed to have major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc:

For **Chandrasekaran Associates**
Company Secretaries

FRN: P1988DE002500

Peer Review Certificate No.: 6689/2025

Shashikant Tiwari

Partner

Membership No. F11919

Certificate of Practice No. 13050

UDIN: F011919G000420294

Date: May 23, 2025

Place: Delhi

Note:

- i. 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.

Annexure-A to the Secretarial Audit Report

To

The Members

ICRA ANALYTICS LIMITED

Infinity Benchmark, 17th Floor

Plot G1, Block - GP, Sector - V, Salt Lake,

Kolkata, West Bengal – 700091

Auditor's responsibility

Based on audit, our responsibility is to express an opinion on the compliance with the applicable laws and maintenance of records by the Company. We conducted our audit in accordance with the auditing standards CSAS 1 to CSAS 4 ("CSAS") prescribed by the Institute of Company Secretaries of India ("ICSI"). These standards require that the auditor complies with statutory and regulatory requirements and plans and performs the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the CSAS. Our report of even date is to be read along with this letter.

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.
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 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 the financial records and Books of Accounts of the Company and for which we relied on the report of statutory auditor.
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 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

FRN: P1988DE002500

Peer Review Certificate No.: 6689/2025

Shashikant Tiwari

Partner

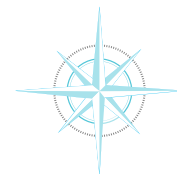
Membership No. F11919

Certificate of Practice No. 13050

UDIN: F011919G000420294

Date: May 23, 2025

Place: Delhi



Annual Corporate Social Responsibility Report for the Financial Year 2024-25

1. Brief outline on CSR Policy of the Company

CSR Mission

ICRA envisions to make stronger communities and enrich the lives of underprivileged people through its programmes that endeavor to:

- empower underprivileged youths and adults (with special focus on women) with employable skills, create livelihood opportunities for them so that they may contribute to the economic development of the society;
- promote education;
- support environment sustainability.

It may, however, undertake and support projects/programmes in the other areas as may be recommended by the Corporate Social Responsibility Committee ("**CSR Committee**") and approved by the Board of Directors of the Company if the same are permissible under Schedule VII of the Companies Act, 2013 (the "**Act**") or any other provisions of the Act and the rules.

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 acts 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 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	1	1
2.	Ms. Radhika Vijay Haribhakti, Chairperson [§]	Non-Executive Independent Director	1	NA
3.	Ms. Anuranjita Kumar, Chairperson [#]	Non-Executive Independent Director	1	NA
4.	Ms. Shivani Priya Mohini Kak, Member	Non-Executive Non- Independent Director	1	1
5.	Mr. Michael Foley, Member [@]	Non-Executive Non- Independent Director	1	1
6.	Mr. Ramnath Krishnan, Member	Executive Director	1	1

NA: Not Applicable

Note:

*Ms. Ranjana Agarwal ceased to be a chairperson and a member of the CSR Committee w.e.f. November 1, 2024.

[§]Ms. Radhika Vijay Haribhakti was appointed as a chairperson and a member of the CSR Committee w.e.f. November 1, 2024. Ms. Haribhakti ceased to be a chairperson and a member of the CSR Committee w.e.f. December 1, 2024.

[#]Ms. Anuranjita Kumar was appointed as a chairperson and a member of the CSR Committee w.e.f. December 1, 2024.

[@]Mr. Michael Foley ceased to be a member of the CSR Committee w.e.f. August 1, 2024.

3. Provide the web-link(s) 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/showDisclosuresUnderRegulationFile?Id=18>
- CSR Policy: <https://www.icra.in/RegulatoryDisclosure/ShowCodePolicyReport?id=6>
- CSR Projects approved by Board: <https://www.icra.in/Home/CSR>

Annual Corporate Social Responsibility Report for the Financial Year 2024-25

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.

Not Applicable

5. (a) Average net profit of the company as per sub-section (5) of section 135: **₹ 7,537.54 lakhs**
 (b) Two percent of average net profit of the company as per sub-section (5) of section 135: **₹ 150.75 lakhs**
 (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: **Nil**
 (d) Amount required to be set off for the financial year, if any: **Nil**
 (e) Total CSR obligation for the financial year [(b)+(c)-(d)]: **₹ 150.75 lakhs**
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): **₹ 153.67 lakhs**
 (b) Amount spent in Administrative Overheads: **Nil**
 (c) Amount spent on Impact Assessment, if applicable: **Not Applicable**
 (d) Total amount spent for the financial year [(a)+(b)+(c)]: **₹ 153.67 lakhs**
 (e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the financial year (in ₹ lakhs)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
153.67	Nil	Nil	Nil	Nil	-

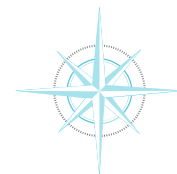
- (f) Excess amount for set off, if any:

Sl. No.	Particular	Amount (in ₹ lakhs)
(1)	(2)	(3)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	150.75
(ii)	Total amount spent for the financial year	153.67
(iii)	Excess amount spent for the financial year [(ii)-(i)]	2.92
(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*

*The Company will not carry forward any excess amount spent during the financial year 2024-25

7. Details of Unspent CSR amount for the preceding three financial years: Nil

1	2	3	4	5	6	7	8
Sl. No.	Preceding financial year (s)	Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in ₹)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in ₹)	Amount Spent in the financial year (in ₹)	Amount transferred to a fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any	Amount remaining to be spent in succeeding financial years (in ₹)	Deficiency, if any
					Amount (in ₹) Date of transfer		
1.	FY2023-24	-	-	-	- -	-	-
2.	FY2022-23	-	-	-	- -	-	-
3.	FY2021-22	-	-	-	- -	-	-



8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the financial year: No

If yes, enter the number of Capital assets created/acquired: **Not Applicable**

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the financial year: **Not Applicable**

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the Property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/Authority/beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR registration number, if applicable	Name	Registered address
-	-	-	-	-	-	-	-
TOTAL		-	-	-	-	-	-

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/ Municipal Corporation/Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section (5) of section 135: Not Applicable

(Ramnath Krishnan)

Managing Director & Group CEO

DIN: 09371341

(Anuranjita Kumar)

Chairperson CSR Committee

DIN: 05283847

Business Responsibility & Sustainability Report 2024-25

Section A: General Disclosures

I. Details of the listed entity

1.	Corporate Identity Number (CIN) of the Listed Entity	: L74999DL1991PLC042749
2.	Name of the Listed Entity	: ICRA Limited
3.	Year of incorporation	: 1991
4.	Registered office address	: B-710, Statesman House, 148, Barakhamba Road, New Delhi – 110001
5.	Corporate address	: Building No. 8, Tower 'A', 2 nd Floor, DLF Cyber City, Phase II, Gurugram – 122002
6.	E-mail	: investors@icraindia.com
7.	Telephone	: +91 124-4545300
8.	Website	: www.icra.in
9.	Financial year for which reporting is being done	: 2024-25
10.	Name of the Stock Exchange(s) where shares are listed	: BSE Limited and National Stock Exchange of India Limited
11.	Paid-up Capital	: ₹ 965.12 lakhs
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	: Name: Amit Gupta Designation: General Counsel Telephone: +91 124-4545300 Email: investors@icraindia.com

13. Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).

Data	Basis	Exclusions
Financials	Consolidated	All overseas Subsidiaries and step-down Subsidiary
Human Resources	Consolidated	All overseas Subsidiaries and step-down Subsidiary
Information Technology and Environment	Consolidated	All overseas Subsidiaries and step-down Subsidiary

This report contains data pertaining to ICRA and its wholly owned subsidiaries.

14. Name of assessment or assurance provider: Not Applicable

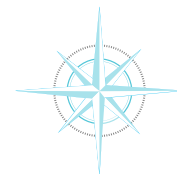
15. Type of assessment of assurance obtained: Not Applicable

II. Products/services

16. Details of business activities

S. No.	Description of main activity	Description of business activity	% of turnover
1	Ratings & ancillary services	Rating, research and other services	59
2	Research & Analytics	Other data processing, hosting and related activities N.E.C.	41

ICRA, along with its subsidiaries, offers a broad spectrum of services encompassing credit ratings, research, risk assessment, and analytical solutions. Its subsidiary, ICRA ESG Ratings Limited, received approval from the Securities and Exchange Board of India (SEBI) on April 29, 2024, as a Category-I ESG Rating Provider (ERP), authorizing it to commence environmental, social, and governance (ESG) rating services.



17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1	Ratings & ancillary services	66190	59
2	Research & Analytics	63119	41

Some of the services broadly mapped to NIC classes 66190 and 73200.

III. Operations

18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	0	10	10
International*	0	1	1

*As ICRA Lanka Limited is under liquidation, we are considering ICRA Nepal Limited as the sole international office

19. Markets served by the entity:

- A. Number of locations

Locations	Number
National (No. of States)	Pan India
International (No. of Countries)	1

- B. What is the contribution of exports as a percentage of the total turnover of the entity?

2024-25	2023-24
32.48%	36.70%

- C. A brief on types of customers

The ICRA Group offers a comprehensive suite of services to a diverse clientele, including domestic and international corporates, banks, non-banking financial companies (NBFCs), public sector undertakings (both state and central), housing finance companies, energy service companies (ESCOs), development finance institutions, fund managers, investors, intermediaries such as corporate treasuries, brokerages, and wealth managers, as well as independent financial advisors (domestic and global), multilateral agencies, and industry associations across India

IV. Employees

20. Details as at the end of Financial Year:

- A. Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
Employees						
1.	Permanent (D)	1130	755	66.81	375	33.19
2.	Other than Permanent (E)	99	67	67.68	32	32.32
3.	Total employees (D + E)	1229	822	66.88	407	33.12
Workers						
4.	Permanent (F)	NA	NA	NA	NA	NA
5.	Other than Permanent (G)	NA	NA	NA	NA	NA
6.	Total workers (F + G)	NA	NA	NA	NA	NA

Note: Workforce categorized as employees and none as workers, hence details of workers category are not applicable.

Business Responsibility & Sustainability Report 2024-25

B. Differently abled employees and workers

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
Differently abled Employees						
1.	Permanent (D)	0	0	0	0	0
2.	Other than Permanent (E)	1*	1	100%	NA	NA
3.	Total employees (D + E)	1	1	100%	NA	NA
Differently abled Employees Workers						
4.	Permanent (F)	NA	NA	NA	NA	NA
5.	Other than permanent (G)	NA	NA	NA	NA	NA
6.	Total workers (F + G)	NA	NA	NA	NA	NA

Note: Workforce categorized as employees and none as workers, hence details of workers category are not applicable.

* Personnel employed via third-party agency and not on the company's direct payroll

21. Participation/Inclusion/Representation of women:

	Total (A)	No. and percentage of Females	
		No. (B)	% (B/A)
Board of Directors*	8	3	37.5%
Key Management Personnel*	3	0	0

* ICRA excluding its wholly owned subsidiary

22. Turnover rate for permanent employees and workers:

	FY 2024-25 (Turnover rate in current FY)			FY 2023-24 (Turnover rate in current FY)			FY 2022-23 (Turnover rate in previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	18.00%	17.70%	17.90%	18.75%	20.75%	19.45%	21.98%	20.09%	21.30%
Permanent Workers	NA	NA	NA	NA	NA	NA	NA	NA	NA

V. Holding, Subsidiary and Associate Companies (including joint ventures):

23. (a) Names of holding/subsidiary/associate companies/joint ventures

S. No.	Name of the holding/ subsidiary/associate companies/ joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1.	ICRA Analytics Limited	Subsidiary	100	Yes
2.	ICRA ESG Ratings Limited (Formerly known as Pragati Development Consulting Services Limited)	Subsidiary	100	Yes
3.	D2K Technologies India Private Limited*	Step-down subsidiary	60	No
4.	ICRA Lanka Limited**	Subsidiary	100	No
5.	ICRA Nepal Limited	Subsidiary	51	No

*ICRA Analytics Limited, wholly owned subsidiary of ICRA Limited, holds 60% shares in D2K Technologies India Private Limited.

**ICRA Lanka Limited is under liquidation

VI. CSR Details:

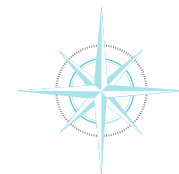
As sustainable development goals provide a blueprint to end poverty, protect the planet and build a socio-economic balance, our CSR policy prioritizes SDGs through initiatives like education, employment and women empowerment.

24 (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: Yes

(ii) Turnover (in ₹ lakhs) : 28,672.64

(iii) Net worth (in ₹ lakhs) : 80,616.92

Note: On standalone basis (lakhs)



VII. Transparency and Disclosures Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

All business activities within the organisation are conducted in accordance with the principles outlined in ICRA's Code of Business Conduct. This comprehensive document serves as a guide for ethical behaviour, applicable to both internal and external stakeholders, and encompasses the entirety of the company's operations. Clearly defined channels are in place for stakeholders to submit complaints or grievances, which are addressed promptly to uphold the high ethical standards maintained across the ICRA Group

Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct

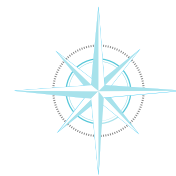
Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No)	If Yes, then provide web-link for grievance redress policy	FY 2024-25			FY 2023-24			If NA, then provide the reason
			Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	
Communities	Yes	Please refer to "SCORES & ODR" at www.icra.in	0	0	Yes, Group ICRA implements its projects through CSR implementing partners who have established mechanisms for receiving and addressing community grievances. The following systems are in place to support this process: Dedicated Help Desk: An in-house help desk number is available to ensure quick resolution of concerns. Community Engagement Meetings: Monthly meetings are conducted with community stakeholders to discuss ongoing challenges. The implementation team then works proactively to address these issues and ensure they do not hinder project execution. Feedback Mechanism: A feedback box is installed to allow for anonymous suggestions and complaints. Grievance Redressal Committee: A formal redressal committee has been established, supported by clearly defined grievance policies. Please note: These mechanisms may vary by location and project, and are not uniformly implemented across all sites.	0	0	Yes, Group ICRA implements its project through its CSR implementing partners who have mechanism to receive and redress grievances of the community. Below are some of the mechanisms implemented to address the same. - In-house help desk number for quick resolution. - For better implementation of initiatives, monthly meetings are held with the stakeholders in communities to discuss the challenges that they face. Accordingly, the implementation team works towards the issues to ensure these challenges do not impact the implementation of the initiatives. - Feedback box is set up for anonymous complaints/suggestion. - Redressal committee along with grievance policies have been laid out by the committee. "The above-mentioned mechanisms are not implemented in all locations and may differs from project to project.	
Investors (other than shareholders)	Yes		0	0	NA	0	0	Yes Please refer to "SCORES & ODR" at www.icra.in	
Shareholders	Yes	Please refer to "SCORES & ODR" at www.icra.in	5	0	All the complaints were duly resolved to the satisfaction of shareholders.	0	0	NA	
Employees and workers	Yes		0	0	NA	0	0	Yes, for any grievances employees may approach the Human resources or Legal department of the company. Also, employees can report their concerns on the integrity hotline.	
Customers	Yes	Please refer to "SCORES & ODR" at www.icra.in	2	0	NA	0	0	Yes Please refer to "SCORES & ODR" at www.icra.in	
Value Chain Partners	No		0	0	NA	0	0	No	

Business Responsibility & Sustainability Report 2024-25

26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along with its financial implications, as per the following format

S No.	Material issue Identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1.	Talent Management	O	Hiring talented individuals is a priority for ICRA's business as it is a key element in the success of our business.	NA	Positive Implications
2.	Talent Management	R	Talent management's failure to recognize any of the important elements while hiring can impact the company's ability to grow.	Proper candidate profiling is in place with multi-level recruitment process.	Negative Implications
3.	Talent Management	R	Employee Retention	Growth, equal opportunity, and employee safety is our priority. We encourage work life balance by having recreational areas in office spaces including game room and "Idea lab" which is meant for team building activities so that employees can brainstorm on creative thoughts and improve their productivity. We have employee well-being initiatives like cancer awareness sessions, Fun Fridays where employees virtually take part in yoga and meditation. Employee First is another initiative can discuss their challenges with HR on one-on-one basis. We also ensure career development by sponsoring training programmes to keep the employees updated on domain and technology front.	Negative Implications
4.	Talent Management	R	Succession Planning (Inadequate attention to succession planning can impact company's growth)	Steps are being taken to ensure that a robust succession plan is put in place for all critical positions	Negative Implications
5.	Corporate Governance	O	To achieve an organisation's mission, corporate governance is essence to the companies' achievements, it helps in stakeholder value creation	NA	Positive Implications
6.	Corporate Governance	R	Any breach in the governance norms can lead to risk of loss of trust among stakeholders or damage the company's reputation	Adoption of policies and code of conduct helps us in strengthening our governance norms and follow the highest standards of governance	Negative Implications
7.	Climate Change	R	Climate change has brought challenges that have to be addressed by individuals, governments, and corporates. As an ITES company the environmental impact is minimal	We have employee training programmes for creating an awareness on environment and climate change issues. One of the large delivery centre based in Kolkata is a LEED- certified Green Building. Group ICRA also educates housekeeping staff on climate change and health & safety for better preparedness, and safe, efficient & thriving environment	Negative Implications



S No.	Material issue Identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
8.	Information and Cyber Security	R	Our ability to conduct business may be adversely impacted on account of cyber incidents resulting in disruption or damage to operations and infrastructure. Breach of information security controls, both with respect to process and technology, may compromise confidentiality and integrity of data, which in turn may result in business and reputation loss	Cybersecurity is a critical priority for our organisation, and we recognize the potential impact that cyber incidents can have on our business operations and data security. We are committed to maintaining a strong cybersecurity posture to mitigate these risks. This includes implementing robust controls for both processes and technology to safeguard the confidentiality and integrity of our data. We continuously evaluate and improve our security measures to ensure Business continuity and reputation protection. IAL is ISO 27001:2013 certified organisation	Negative Implications
9.	Physical Risk	R	A large business unit has geographical concentration risk as its primary business pertaining and operates from a single location	We continue to review alternate options for diversifying operations. The risk is also partially mitigated by allowing flexibility for certain number of workforces to operate remotely from residence. Some of the Key team members of IAL work from various ICRA office located across India	Negative Implications
10.	Technology and Innovation	R&O	Technology continues to play a key role in shaping business models, client offerings, strengthening processes and improving productivity. Disruptions in business models due to rapid advancement in new age technology may pose some risks to our businesses	ICRA will continue to invest in technology and ensure we stay relevant in the digital era.	Positive Implications
11.	ESG	O	Concerted efforts are being made by policymakers, regulators, various market participants, and the civil society to bring ESG issues into the mainstream. ICRA is well-positioned to contribute to the market forces to achieve this end. SEBI has granted approval to ICRA ESG Ratings Limited, a wholly owned subsidiary of ICRA, to provide ESG Ratings and scores. IAL, a wholly owned subsidiary of ICRA, with a rich experience in providing data, analytics and consulting services, is working to expand its product-suite to include ESG data, consulting, and other adjacent services. Our offerings in ESG will enable issuers to make the required progress in their ESG transition journey and help investor to allocate capital in the area of ESG more discerningly	NA	Positive Implications

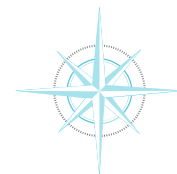
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SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

NGRBC has been designed to assist businesses to perform above and beyond the requirements of regulatory compliance.

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
b. Has the policy been approved by the Board? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
c. Web link of the policies, if available	https://www.icra.in/RegulatoryDisclosure/Index P1 to P9: ICRA Code of Business Conduct, P1: Whistleblower Policy P4 and P8: CSR Policy								
2. Whether the entity has translated the policy into procedures. (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
4. Name of the national and international codes/certifications/labels/standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	<p>ICRA is dedicated to maintaining a safe, healthy, and harassment-free work environment by developing and enforcing various policies and codes of conduct. These include guidelines on anti-bribery, anti-corruption, whistleblower protection, related party transactions, sexual harassment prevention, human rights, and ethical business practices.</p> <p>Its subsidiary holds certifications for ISO 27001 and ISO 9001:2018 and boasts a LEED Platinum-certified green building. These achievements reflect a commitment to enhancing both employee well-being and environmental sustainability.</p> <p>Additionally, it has received ISO 9001:2015 and ISO/IEC 27001:2013, which are indicative of Group ICRA's dedication to customer satisfaction and robust quality standards as it protects the interests of stakeholders and their well-being.</p>								
5. Specific commitments, goals, and targets set by the entity with defined timelines, if any.	<p>ICRA believes in opportunity for all and has extended its talent pool to differently-abled people in the campus selection process and thereby promote diversity, and we believe that inclusion helps in merging new ideas and allows for a healthy work environment.</p> <p>ICRA structures its compensation and benefits packages based on the industry best practices to attract and retain top-tier talent. The benefits focus on enhancing employee health and well-being, offering services such as health check-ups, medical insurance for employees and their families, remote work options, and a car lease programme. The leave policy is thoughtfully designed to ensure employees can take adequate time off to rest and have quality family time.</p> <p>Additionally, ICRA offers comprehensive training and development opportunities to equip employees with the skills needed to remain competitive and future ready. The company also prioritises talent development and leadership growth by investing in a tailored Leadership Accelerator Management Programme (LAMP), supporting long-term sustainable progress.</p> <p>Hiring Initiatives: ICRA recruits graduates from Tier 1 and Tier 2 campuses for its Ratings and Business Development departments.</p> <p>Health & Wellness: The annual health check-up for employees is in addition to the existing medical insurance benefits.</p> <p>Training: Implemented the LAMP for key talent – a 12-month journey aimed at building a strong leadership pipeline and providing a framework for leadership development.</p> <p>Environmental Impact: Adoption of a hybrid work model, which has boosted employee productivity and efficiency. This model also benefits the environment by cutting down daily commutes, reducing carbon emissions, and easing traffic congestion. Additionally, it lowers the need for office resources such as space and energy, contributing to a smaller carbon footprint of our organisation.</p>								



Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
6. Performance of the entity against the specific commitments, goals, and targets along with reasons in case the same are not met.	NA Inclusive Growth: In FY 2024-25, ICRA hired an individual with a disability and conducted disability awareness training to ensure employees are equipped to work effectively and inclusively with persons with disabilities. Employee Safety: Quarterly health and safety training sessions are conducted to promote a safe and secure work environment for all employees. Annual Health Services: Employees benefit from annual health check-ups as part of the company's commitment to their well-being. Flexible Work Arrangements: ICRA offers work-from-home provisions along with mandatory paid leave to support work-life balance and employee wellness.								
Governance, leadership, and oversight									
7. Statement by director responsible for the business responsibility report, highlighting ESG-related challenges, targets, and achievements (listed entity has flexibility regarding the placement of this disclosure)	ICRA's Corporate Social Responsibility Committee ("CSR Committee") plays a vital role in steering sustainability efforts of group ICRA by setting up goals that are aligned to the company's overall business strategy. Volunteering and social impact activities are promoted and encouraged within the organisation to foster a culture of sustainable practices.								
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	The Managing Director & Group CEO of the Company is responsible for implementation and oversight of the Business Responsibility policy (ies) To read more about this kindly refer to the overview of the "Entity's material business conduct issues"								
9. Does the entity have a specified Committee of the Board/Director responsible for decision-making on sustainability-related issues? (Yes/No). If yes, provide details.	Yes. ICRA's CSR Committee endorses the UN Sustainable Development Goals (SDGs) and assesses statutory performance obligations concerning Sustainability, Environmental, Social, and Governance (ESG) issues. This includes the evaluation of the Business Responsibility and Sustainability Report.								

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director/Committee of the Board/Any other Committee									Frequency (Annually/Half yearly/Quarterly/Any other – please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow-up action	Frequent reviews are held by internal stakeholders to bridge gaps in system and policies																	
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	The company is in compliance with the current regulations applicable to its sector.																	
11. Has the entity carried out independent assessment/evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide the name of the agency.	<p>P1 to P9</p> <p>Reviewing of policies is held by individual departments on a periodical basis and changes to these are made point in time.</p> <p>Recommendations are made by the management to the Board for their approval on updating policies. It is implemented and assessed over time.</p>																	

12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:

Not Applicable

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the principles material to its business (Yes/No)	NA								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

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SECTION C: PRINCIPLE-WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorised as "Essential" and "Leadership". While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities who aspire to progress to a higher level in their quest to be socially, environmentally, and ethically responsible

PRINCIPLE 1 Businesses should conduct and govern themselves with integrity, and in a manner that is ethical, transparent and accountable.

Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors	1	1) Code of Business Conduct 2) Code of Professional Conduct 3) Prevention of Sexual Harassment Training 4) Environmental Sustainability and Health and Safety.	100
Key Managerial Personnel	3	1) Code of Business Conduct 2) Code of Professional Conduct 3) Prevention of Sexual Harassment Training 4) Environmental Sustainability and Health and Safety.	100
Employees other than BoD and KMPs	13	1) Environmental Sustainability and Health & Safety 2) Information Security Awareness 3) Conflict of Interest including Outside Business Interest and Separation Policy 4) Code of Business Conduct 5) Code of Professional Conduct 6) Anti-Bribery and Anti-Corruption Policy 7) Prevention of Sexual Harassment Training 8) Handling phishing attacks	99.9*
Workers	0	0	0.00

The Managing Director & Group CEO undergoes the same training programs as mentioned above

For other Board of Directors: On an ongoing basis, the company's functional heads and senior management regularly deliver presentations to the Board of Directors during the Board and committee meetings, covering strategic initiatives, operational updates, and functional performance. Additionally, during Board and Committee meetings, presentations are made by external experts and/or senior management to brief the Board and Committee members, including Independent Directors, on key topics such as the Indian economy, debt markets, global and domestic regulatory developments, and industry-specific changes. These sessions are designed to ensure that the Board and its committees remain well-informed and up to date with relevant developments impacting the Company and its operating environment. During the fiscal year 2024-25, induction and onboarding sessions were conducted for new Independent Directors, providing an overview of Group ICRA's business and strategy, risk framework and controls, technology and key initiatives, human resources, people and culture, as well as the regulatory framework.

*This completion rate will remain consistent for March joiners, considering they have an additional 30 to 60 days to complete their training in accordance with the Standard Operating Procedure (SOP)

2. Details of fines/penalties/punishment/award/compounding fees/settlement amount paid in proceedings (by the entity or by directors/KMPs) with regulators/law enforcement agencies/judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

Monetary

	NGRBC Principle	Name of the regulatory/enforcement agencies/judicial institutions	Amount (In ₹)	Brief of the case	Has an appeal been preferred? (Yes/No)
Penalty/Fine					
Compounding fee			Nil		
Settlement					



Non-Monetary

	NGRBC Principle	Name of the regulatory/enforcement agencies/judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment			Nil	
Punishment				

3. Of the instances disclosed in Question 2 above, details of the Appeal/Revision preferred in cases where monetary or non-monetary action has been appealed.

Case details	Name of the regulatory/enforcement agency/judicial institution
	Not Applicable

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

ICRA's Anti-Bribery and Anti-Corruption Policy is fully aligned with all applicable anti-bribery and anti-corruption laws and regulations, including, but not limited to, the U.S. Foreign Corrupt Practices Act (FCPA), the U.K. Bribery Act (UKBA), the Prevention of Corruption Act, 1988, and all other relevant legal frameworks in jurisdictions where ICRA operates. The policy mandates the accurate and transparent recording of all transactions in the Company's books and records. Furthermore, it is ICRA's policy to require that certain third-party intermediaries—such as agents, consultants, and business partners acting on behalf of the Company—adhere to the same legal and ethical standards. This policy is applicable to ICRA, its direct and indirect wholly-owned subsidiaries, and its majority-controlled subsidiaries.

<https://www.icra.in/RegulatoryDisclosure/ShowCodePolicyReport?id=1®ulatoryDisclosureReportId=676>

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/corruption:

	FY 2024-25	FY 2023-24
Directors	None	None
KMPs	None	None
Employees	None	None
Workers	None	None

6. Details of complaints regarding conflict of interest:

	FY 2024-25		FY 2023-24	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	0	None	0	None
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	0	None	0	None

7. Provide details of any corrective action taken or is under way on issues related to fines/penalties/action taken by regulators/law enforcement agencies/judicial institutions, on cases of corruption and conflicts of interest.

Not Applicable.

8. Number of days of accounts payables ((Accounts payable *365)/Cost of goods/services procured) in the following format:

	FY 2024-25	FY 2023-24
Number of days of accounts payables	51	51

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9. Open-ness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY 2024-25	FY 2023-24
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	0	0
	b. Number of trading houses from where purchases are made	0	0
	c. Purchases from top 10 trading houses as % of total purchases	0	0
Concentration of Sales	a. Sales to dealers/distributors as % of total sales	0	0
	b. Number of dealers/distributors to whom sales are made	0	0
	c. Sales to top 10 dealers/distributors as % of total sales to dealers/ distributors	0	0
Share of RPTs in	a. Purchases (Purchases with related parties/Total purchases)	0.56%	0.38%
	b. Sales (Sales to related parties/Total sales)	30.32%	33.62%
	c. Loans & advances (Loans & advances given to related parties/Total loans & advances)	100%	100%
	d. Investments (Investments in related parties/Total investments made)	0	0

Leadership Indicators

- Awareness programmes conducted for value chain partners on any of the principles during the financial year:

Total number of awareness programmes held	Topics/principles covered under the training	% age of value chain partners covered (by value of business done with such partners) under the awareness programmes
5	Human Rights - Principle 5 Sustainability - Principle 6 Health & Safety – Principle 2	Group ICRA to strengthen its understanding with its value chain partners by conducting awareness sessions to educate the importance of sustainability, health and safety. These sessions have included relevant information and best practices that are aimed at safeguarding the well-being of people who directly or indirectly serve Group ICRA.

- Does the entity have processes in place to avoid/manage conflict of interests involving members of the Board? **(Yes/No)** If yes, provide details of the same

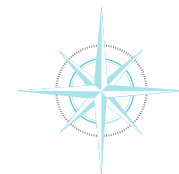
Yes, <https://www.icra.in/RegulatoryDisclosure/ShowCodePolicyReport?id=15®ulatoryDisclosureReportId=239>

PRINCIPLE 2. Businesses should provide goods and services in a manner that is sustainable and safe

Essential Indicators

- Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

	FY 2024-25	FY 2023-24	Details of improvements in environmental and social impacts
R&D	0	0	NA
Capex	0	0	To minimise the environmental impact, ICRA adopts a range of sustainable practices aimed at enhancing energy efficiency and promoting the well-being of individuals and the environment. Energy-efficient LED lighting is installed in common areas to reduce electricity consumption and operational costs. In locations with poor air quality, air purifiers have been deployed to mitigate the spread of airborne bacteria and viruses, thereby ensuring a healthier indoor environment for employees. To conserve water, automatic sensor-based faucets have been installed across office premises. In line with our commitment to reducing single-use plastics, glass bottles have replaced plastic ones, offering a reusable, washable, and sterilisable alternative that prioritises employee safety. Additionally, indoor plants have been introduced to enhance air quality and contribute to a more sustainable and pleasant workplace environment.



We are a service sector entity hence the relevance of the above is largely restricted to capital expenditure on information technology. The Company intends to continue identifying and acting on opportunities to reduce its impact on the environment.

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)
Yes.
ICRA has outlined its expectations for ethical, environmental, and social responsibility in its agreement and strives to source material that have low environmental impact. We have also trained several of our value chain partners on the importance of sourcing sustainable materials that do not harm the environment.
 - b. If yes, what percentage of inputs were sourced sustainably?
The nature of the business of our company does not require much utilisation of many resources in the running of operations. However, we are actively working on adapting technologies that are energy efficient.
 3. Describe the processes in place to safely reclaim your products for reusing, recycling, and disposing at the end of life, for
 - (a) **Plastics (including packaging):** Minimization and Reuse: Efforts are made to minimize the use of plastic packaging materials. Where used, materials are reused internally wherever feasible. Recycling: Segregated plastic waste is collected and handed over to authorized recyclers to ensure proper recycling and prevent landfill accumulation. Awareness: Posters and training modules encourage employees to reduce single-use plastics and adopt sustainable alternatives.
 - (b) **E-waste:** Safe Disposal: Obsolete electronic equipment, including computers, printers, and accessories, is disposed of through certified e-waste recyclers in compliance with applicable regulations. Battery Management: UPS and other batteries are responsibly disposed of to mitigate environmental hazards. Tracking: E-waste disposal is documented and tracked to ensure transparency and compliance.
 - (c) **Hazardous waste (Identification and Handling):** Although minimal, any hazardous waste (e.g., batteries, cleaning agents) is identified and handled with care. Authorized Disposal: Such waste is handed over to authorized hazardous waste handlers to ensure safe and compliant disposal. Employee Training: Awareness programs include guidance on identifying and safely managing hazardous materials.
 - (d) **Other waste:** Segregation at Source: Waste is segregated into biodegradable and non-biodegradable categories at all office locations. Recycling and Composting: Recyclables are sent to appropriate facilities, and biodegradable waste is managed through composting where feasible. Reduction Initiatives: Initiatives to reduce paper usage and promote digital work-flows have led to a measurable decline in overall waste generation.
- Key awareness initiatives undertaken include:
- Launch of an online training course on Environmental Sustainability and Health & Safety for employees, aimed at fostering a healthy, productive, and environmentally-conscious workforce.
 - Display of awareness posters across all office locations, highlighting actionable steps to reduce individual and organisational carbon footprints.
 - Environmentally responsible disposal of UPS batteries to mitigate potential environmental hazards.
 - Implementation of waste segregation practices, which has contributed to a measurable reduction in overall waste generation.
4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes/No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to the Pollution Control Board? If not, provide steps taken to address the same.

Not Applicable

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Leadership Indicators

1. Has the entity conducted Life Cycle Perspective/Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?

NIC Code	Name of Product/ Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective/ Assessment was conducted	Whether conducted by in- dependent external agency (Yes/No)	Results communicated in public domain (Yes/No) If yes, provide the web- link.
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NA

As the company is in the financial sector, the life-cycle approach is not directly applicable to its services. Though it does not involve physical products or manufacturing processes, we do plan to improve the environmental and social impact of the company's operations and services.

2. If there are any significant social and environmental concerns and/or risks arising from production or disposal of your products and services as identified in the Life Cycle Perspective/Assessments (LCA) or through any other means, briefly describe the same along with action taken to mitigate the same

Name of the products and services	Description of the risk/concern	Action Taken
NA	NA	NA
NA	NA	NA
NA	NA	NA

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

Indicate input material	Recycled or re-used input material to total material	
	FY 2024-25	FY 2023-24

NA

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format

	FY 2024-25			FY 2023-24		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)	NA	NA	NA	NA	NA	NA
E-waste	0	0	1.384	0	0	1.154
Hazardous waste	NA	NA	NA	NA	NA	NA
Other waste	NA	NA	NA	NA	NA	NA

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.

Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective category
NA	NA



PRINCIPLE 3 Businesses should respect and promote the well-being of all employees, including those in their value chains.

Essential Indicators

1. a. Details of measures for the well-being of employees:

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity Benefits		Paternity Benefits		Day Care facilities	
		Number B	% (A/B)	Number C	% (C/A)	Number D	% (D/A)	Number E	% (E/A)	Number F	% (F/A)
Permanent employees											
Male	755	755	100.00	755	100.00	0	0.00	755	100.00	0	0.00
Female	375	375	100.00	375	100.00	375	100.00	0	0.00	375	100.00
Others	0	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
Total	1130	1130	100.00	1130	100.00	375	33.19	755	66.81	375	33.19
Other than Permanent Employees											
Male	67	67	100.00	67	100.00	0	0.00	0	0.00	0	0.00
Female	32	32	100.00	32	100.00	32	100.00	0	0.00	0	0.00
Others	0	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
Total	99	99	100.00	99	100.00	32	32.32	0	0.00	0	0.00

b. Details of measures for the well-being of workers:

Category	% of Employees covered by										
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
		Number B	% (A/B)	Number C	% (C/A)	Number D	% (D/A)	Number E	% (E/A)	Number F	% (F/A)
Permanent workers											
Male											
Female						NA					
Others											
Total											
Other than Permanent workers											
Male											
Female						NA					
Total											

c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format –

	FY 2024-25	FY 2023-24
Cost incurred on well-being measures as a % of total revenue of the company	1.95%	2.30%*

*Updated numbers for FY 2023–24

2. Details of retirement benefits, for Current FY and Previous Financial Year

Benefits	FY 2024-25			FY 2023- 24		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and de- posited with The authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	NA	Yes	100%	NA	Yes
Gratuity	100%	NA	Yes	100%	NA	Yes
ESI	NA	NA	NA	NA*	NA	NA
Others, please specify	NA	NA	NA	NA	NA	NA

All on-roll employees are covered under retirement benefits ie. PF and Gratuity

Note: * Updated information

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3. Accessibility of workplaces

Are the premises/offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes.

Group ICRA is firmly committed to enhancing accessibility for persons with disabilities and is actively working towards creating a more inclusive environment. The organisation consistently strives to meet and exceed applicable regulatory standards through proactive measures. Infrastructural enhancements—such as the installation of ramps, gentle slopes, wheelchair access, and accessible washrooms—have significantly contributed to fostering a workplace that is inclusive, safe, and supportive for all individuals.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Yes, it is part of ICRA's Code of Business Conduct ("CoBC")

Click the link to access the CoBC:

<https://www.icra.in/RegulatoryDisclosure/ShowCodePolicyReport?id=1®ulatoryDisclosureReportId=676>

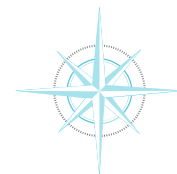
5. Return to work and retention rates of permanent employees and workers that too parental leave

Gender	Permanent employees		Non-Permanent workers	
	Return to work rate %	Retention rate %	Return to work rate %	Retention rate %
Male	100	100	NA	NA
Female	100	100	NA	NA
Total	100	100	NA	NA

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and workers? If yes, give details of the mechanism in brief.

Yes. We have a mechanism to redress grievances of our employees. Please refer to the ICRA Code of Business Conduct for detailed mechanism.

	Yes/No (If Yes, then give details of the mechanism in brief)	Remark
Permanent Employees	Yes	Yes, ICRA is committed to fostering a culture of open-door communication and encourages all employees to address concerns, grievances, complaints, or workplace-related issues through transparent and constructive dialogue. Employees are urged to engage in open discussions with their immediate supervisors or senior management, including through the provision of performance feedback. Such conversations often serve as an effective means of resolving workplace matters promptly and amicably. ICRA's objective is to maintain a work environment where all employees and directors feel safe, respected, and empowered to raise issues they consider important. The organisation firmly believes that cultivating a culture of open dialogue contributes to a more productive, cohesive, and positive workplace. In alignment with the Companies Act, 2013, the Industrial Disputes Act, 1947, other applicable labour laws, and the Listing Regulations, ICRA has instituted a robust vigil and grievance redressal mechanism. This framework encourages stakeholders to report unethical, improper, or unlawful activities through established and confidential channels. The mechanism is designed to uphold the highest standards of integrity and ensure an ethical, transparent, and corruption-free work environment
Other than Permanent Employees	Yes	
Permanent Workers	No	NA
Other than Permanent Workers	No	NA



7. Membership of employees and worker in association(s) or unions recognised by the listed entity:

Category	FY (2024-25)			FY (2023-24)		
	Total employees /workers in respective category (A)	No. of employees/ workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees /Workers in respective category (C)	No. of Employees/worker in respective category, who are. Part of association(s) or Union (D)	% (D/C)
Total Permanent Employees						
Male						
Female						
Total Permanent Workers						
Male						
Female						

NA

8. Details of training given to employees and workers

Category	FY 2024-25					FY 2023-24				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Male	822	789	95.99	800	97.32	871	864	99.20	825	94.72
Female	407	397	97.54	404	99.26	559	470	84.08	466	83.36
Others	0	0	0.00	0	0.00	0	0	0.00	0	0.00
Total	1229*	1186	96.50	1204	97.97	1430	1334	93.29	1291	90.28
Workers										
Male	0	0	0.00	0	0.00	0	0	0.00	0	0.00
Female	0	0	0.00	0	0.00	0	0	0.00	0	0.00
Others	0	0	0.00	0	0.00	0	0	0.00	0	0.00
Total	0	0	0.00	0	0.00	0	0	0.00	0	0.00

* Included other than permanent employees

ICRA conducts quarterly fire safety training and evacuation drills across all branches to ensure employee preparedness. Staff are trained on safety protocols and the use of fire-fighting equipment. All offices are equipped with appropriate fire safety systems, and regular drills reinforce emergency readiness. Additionally, a Health & Safety curriculum is available on our learning platform for both on-roll and off-roll employees to promote safety awareness.

9. Details of performance and career development reviews of employees and worker

ICRA is committed to building future leaders through structured leadership programs and annual talent reviews, ensuring succession planning for key roles. The Manager Development Programme enhances soft skills and leadership capabilities, focusing on self-awareness and people management.

An annually validated training matrix guides domain, functional, and behavioural training across all levels. New training needs are integrated based on evolving business priorities. Performance and career growth are key focus areas. Employees set annual goals under the Performance Management Programme, forming the basis for appraisals. Compensation is linked to both individual and company performance. Employees also benefit from sponsored up-skilling courses to boost efficiency.

Business Responsibility & Sustainability Report 2024-25

Category	FY 2024-25			FY 2023-24		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
Employees						
Male	688	688	100	741	741	100.00
Female	332	332	100	385	385	100.00
Others	0	0	0.00	0	0	0.00
Total	1020	1020	100	1126	1126	100.00
Workers						
Male	0	0	0.00	0	0	0.00
Female	0	0	0.00	0	0	0.00
Others	0	0	0.00	0	0	0.00
Total	0	0	0.00	0	0	0.00

Note: We have identified the eligible employees for this and completed the process.

10. Health and safety management system:

- A. Whether an occupational health and safety management system has been implemented by the entity? (Yes/No). If yes, the coverage of such system?

Group ICRA adopts a proactive approach to health and safety, extending beyond employee training to include regular assessments of safety systems for effectiveness, reliability, and efficiency. Fire and electrical audits are conducted biennially, and all electrical equipment undergoes periodic third-party inspections. Additionally, indoor unit (IDU) and air conditioner ducts are serviced annually to minimise allergens and reduce respiratory risks.

To support medical readiness, ICRA has established a dedicated medical room equipped with essential supplies and equipment, including a stretcher, wheelchair, and first aid kit, to provide basic care for minor injuries and health concerns during emergencies.

- B. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

Group ICRA adopts a proactive approach to health and safety, extending beyond employee training to include regular assessments of safety systems for effectiveness, reliability, and efficiency. Fire and electrical audits are conducted biennially, and all electrical equipment undergoes periodic third-party inspections.

To support medical readiness, ICRA has established a dedicated medical room equipped with essential supplies and equipment, including a stretcher, wheelchair, and first aid kit, to provide basic care for minor injuries and health concerns during emergencies.

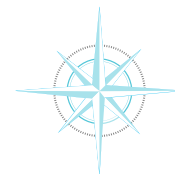
- C. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)

No.

As ICRA is in the service industry, it does not have workers. However, it encourages employees to share any safety concerns, so that they can take steps to avoid any future incidents.

- D. Do the employees/worker of the entity have access to non-occupational medical and healthcare services?

Yes, all ICRA employees have medical insurance.



11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY 2024-25	FY 2023-24
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	0
	Workers	0	0
Total recordable work-related injuries	Employees	0	0
	Workers	0	0
No. of fatalities	Employees	0	0
	Workers	0	0
High consequence work-related injury or ill-health (excluding fatalities)	Employees	0	0
	Workers	0	0

12. Describe the measures taken by the entity to ensure a safe and healthy workplace

ICRA takes a proactive approach to employee well-being through a combination of preventive healthcare, workplace safety, and wellness initiatives:

- Medical insurance and annual health check-ups are provided to support physical health and early detection of illnesses.
- Air purifiers are installed in offices with poor air quality to reduce allergens and airborne diseases.
- Yoga sessions are offered to promote mental well-being, reduce stress, and improve focus.
- Work-from-home options support work-life balance and job satisfaction.
- Indoor plants enhance air quality and create a calming work environment.
- Health and safety training is delivered through induction programs and the Learning Management System (LMS)

13. Number of complaints on the following made by employees and workers:

	FY 2024-25			FY 2023-24		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	0	NA		0	NA	
Health & Safety	0	NA		0	NA	

14. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	There were no statutory audits conducted on working condition, health and safety practices in FY2024 for any of the offices in India.
Working Conditions	

15. Provide details of any corrective action taken or under way to address safety-related incidents (if any) and on significant risks/concerns arising from assessments of health & safety practices and working conditions.

ICRA has implemented a robust Health and Safety training programme, grounded in the belief that workplace accidents often stem from a lack of awareness and engagement. To mitigate such risks and ensure safe work practices, ICRA conducts annual health and safety assessments and provides classroom training for all new joiners.

Additionally, quarterly fire drills are organised to enhance emergency preparedness and familiarise employees with building layouts and safe evacuation procedures.

Business Responsibility & Sustainability Report 2024-25

Leadership Indicators

1. Does the entity extend any life insurance or any compensatory package in the event of death of

(A) Employees (Y/N) Yes employees are covered under group term insurance

(B) Workers (Y/N). NA

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

For certain vendors we ensure that statutory dues have been deducted and deposited by the value chain partners.

For GST reconciliation we reconcile with the Govt portal and the vendor.

3. Provide the number of employees/workers having suffered high consequence work- related injury/ill-health/ fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment: NA

	Total no. of affected employees/workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2024-25	FY 2023-24	FY 2024-25	FY 2023-24
Employees	NA		NA	
Workers				

4. Does the entity provide transition assistance programmes to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/No)

No

5. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	NA
Working Conditions	

These parameters are not assessed or measured currently.

6. Provide details of any corrective actions taken or under way to address significant risks/concerns arising from assessments of health and safety practices and working conditions of value chain partners.

Not applicable

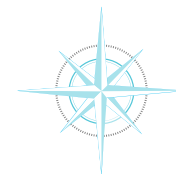
PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity.

The individuals and groups that help in the development of business directly or indirectly are seen to be as ICRA's stakeholders. To make the stakeholders seen and heard, ICRA regularly takes feedback from its employees, shareholders, institutions, and Non-Governmental Organisations. These are taken in the form of feedback, survey, Town Halls and group discussions. With these efforts ICRA has built a long-term value creation with its stakeholders.

- Employee: Channel of communication - Email, Townhall, Teams calls
- Vendors: Channel of communication - Email, Teams calls



2. List of stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Details of Other Channels of communication	Frequency of engagement (Annually/ Half yearly/ Quarterly/others – please specify)	Details of Other Frequency of engagement	Purpose and scope of engagement including key topics and concerns raised during such engagement
Communities	Yes	Other	Location wise meeting (virtual/ in-person) as per requirement	Others	Regular	CSR Interventions
Investors	No	Investors meet, email	-	Annual/Periodic	-	To update them with the recent development
Shareholders	No	Annual General Meeting, email	-	Annual/Periodic	-	These are aimed at providing relevant information as well as understanding stakeholders' expectations.
Employees and Workers	No	Townhall, email	-	Others	Regular	To engage them on our Employee Engagement activities.
Customers	No	Email, social media, website	-	Others	Regular	To stay in touch with the customer to address their concern or issues may have.
Value Chain Partners	No	E-mail	-	Others	Periodic	Engagement

Leadership Indicators

1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

Consultation with the respective stakeholders is done by the concerned executives. Feedback from such consultations is shared with the management and/or the Board of Directors.

2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes/No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.

Effective engagement helps us in achieving our organisation's vision and value. We use various platforms to engage with our stakeholders to understand their needs and concerns, if any, and chart out suitable strategies to address them.

3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalised stakeholder groups.

Group ICRA, through its CSR initiatives and implementing partners, conducts need-based assessments to identify and support vulnerable communities in education, skill development, and women empowerment.

Children from tribal and marginalised backgrounds are supported with education, unemployed youth are trained for workforce integration, and women entrepreneurs are equipped with skills to achieve financial independence. These initiatives have had a meaningful impact on both beneficiaries and their families.

Business Responsibility & Sustainability Report 2024-25

PRINCIPLE 5 Businesses should respect and promote human rights

Essential Indicator

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY 2024-25			FY 2023-2024		
	Total (A)	No. of employees/ workers covered (B)	% (B/A)	Total (C)	No. of employees/ workers covered (D)	% (D/C)
Employees						
Permanent	1130	1130	100.00	1238	1238	100.00
Other than permanent	99	99	100.00	55	55	100.00
Total Employees	1229	1229	100.00	1293	1293	100.00
Workers						
Permanent	0	0	0.00	0	0	0.00
Other than permanent	0	0	0.00	0	0	0.00
Total Workers	0	0	0.00	0	0	0.00

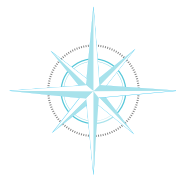
ICRA is committed to providing equal opportunities to all employees and believes that a diverse workforce—encompassing a wide range of backgrounds and experiences—enhances individual contributions, strengthens the leadership pipeline, and enriches the quality of its insights and services.

The organisation fosters an inclusive, open, and fair work environment, promoting diversity and ensuring the absence of child labour, forced labour, or involuntary labour across all operations. ICRA maintains a zero-tolerance policy toward any form of human rights violation and has established formal channels for reporting such incidents. Appropriate disciplinary action, including termination of employment, is taken in cases of non-compliance.

ICRA has implemented key policies such as the Policy on Prevention of Sexual Harassment, Human Rights Policy, and Code of Business Conduct. Regular training and awareness programmes are conducted through various platforms to reinforce these commitments among employees.

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2024-25					FY 2023-24				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent	1130	0	0.00	1130	100.00	1205	0	0.00	1205	100.00
Male	755	0	0.00	755	100.00	789	0	0.00	789	100.00
Female	375	0	0.00	375	100.00	416	0	0.00	416	100.00
Others	0	0	0.00	0	0.00	0	0	0.00	0	0.00
Other than permanent	99	0	0.00	99	100.00	56	0	0.00	56	100.00
Male	67	0	0.00	67	100.00	40	0	0.00	40	100.00
Female	32	0	0.00	32	100.00	16	0	0.00	16	100.00
Others	0	0	0.00	0	0.00	0	0	0.00	0	0.00
Workers										
Permanent	0	0	0.00	0	0.00	0	0	0.00	0	0.00
Male	0	0	0.00	0	0.00	0	0	0.00	0	0.00
Female	0	0	0.00	0	0.00	0	0	0.00	0	0.00
Female	0	0	0.00	0	0.00	0	0	0.00	0	0.00
Other than permanent	0	0	0.00	0	0.00	0	0	0.00	0	0.00
Male	0	0	0.00	0	0.00	0	0	0.00	0	0.00
Female	0	0	0.00	0	0.00	0	0	0.00	0	0.00
Female	0	0	0.00	0	0.00	0	0	0.00	0	0.00



3 Details of remuneration/salary/wages, in the following format:

a. Median remuneration/wages:

	Male		Female	
	Number	Median remuneration/salary/wages of respective category	Number	Median remuneration/salary/wages of respective category
Board of Directors (BoD)	5	₹ 9.38 Lakhs	3	₹ 6.66 Lakhs
Key Managerial Personnel*	4	₹ 193.87 Lakhs	0	0
Employees other than BoD and KMP	282	₹ 22.19 Lakhs	125	₹ 15.07 Lakhs
Workers	0	0	0	0

Note: Data specific to ICRA Limited

*The remuneration to the Managing Director & Group CEO has been included under Key Managerial Personnel

b. Gross wages paid to females as % of total wages paid by the entity, in the following format

	FY 2024-25	FY 2023-24*
Gross wages paid to females as % of total wages	24%	23%

* FY 2023-24 data has been updated in this report to reflect revised and validated figures

4. Do you have a focal point (Individual/Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes, human rights are an integral part of ICRA's policies and are explicitly addressed in the Code of Business Conduct (CoBC). The policy emphasizes creating an equal opportunity workplace and maintaining an open-door culture to ensure that any instances of discrimination or harassment are addressed promptly and fairly.

These measures reinforce ICRA's commitment to treating all employees with respect and dignity, and to upholding human rights by not tolerating any form of violation or abuse.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

ICRA is determined to support, protect and promote fundamental rights as it ensures fair, ethical business practice. For its employees, ICRA has created a safe environment for everyone regardless of their caste race, gender, disability or ethnicity. To respect their dignity and privacy ICRA provides a reasonable safeguard and has zero tolerance to any form of violence, making it a safer working environment. This has been possible with a mechanism for reporting any violations.

6. Number of complaints on the following made by employees and workers.

	FY 2024-25			FY 2023-24		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	0	NA	NA	0	NA	NA
Discrimination at workplace	0	NA	NA	0	NA	NA
Child Labour	0	NA	NA	0	NA	NA
Forced Labour/Involuntary Labour	0	NA	NA	0	NA	NA
Wages	0	NA	NA	0	NA	NA
Other Human Rights related issues	0	NA	NA	0	NA	NA

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7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	FY 2024-25	FY 2023-24
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	0	0
Complaints on POSH as a % of female employees/workers	0	0
Complaints on POSH upheld	0	0

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

ICRA upholds every employee's right to report, in good faith, any suspected discrimination or harassment, including sexual or other unlawful conduct. Retaliation against individuals for reporting such concerns or participating in related investigations is strictly prohibited and violates ICRA's policies.

Employees are encouraged to report incidents to the Human Resources or Legal Department, or via the Integrity Hotline. Any act of retaliation will result in appropriate disciplinary action.

9. Do human rights requirements form a part of your business agreements and contracts? (Yes/No)

Yes

10. Assessment for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	ICRA has a robust process and tool to monitor compliances. During FY 2024-25, no key deviations, or findings
Forced/involuntary labour	
Sexual harassment	
Discrimination at workplace	
Wages	
Others, please specify	

11. Provide details of any corrective actions taken or under way to address significant risks/concerns arising from the assessments at Question 9 above.

Not Applicable

Leadership Indicators

1. Details of a business process being modified/introduced as a result of addressing human rights grievances/complaints.

ICRA actively promotes awareness of its key policies and codes, including the Policy on Prevention of Sexual Harassment (POSH), Human Rights Policy, and Code of Business Conduct. Regular training and awareness programs are conducted through various channels to ensure employee understanding and compliance.

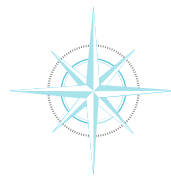
ICRA is committed to upholding human rights and fostering ethical business and employment practices. In line with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, Internal Committees (ICs) have been established at all office locations, comprising a majority of women members and an external representative. The POSH policy and IC compositions are prominently displayed at all offices.

2. Details of the scope and coverage of any human rights due diligence conducted.

There is no due diligence conducted for human rights.

3. Is the premise/office of the entity accessible to differently-abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

Yes. ICRA believes in accessibility for all and has offices that are accessible to differently-abled people.



4. Details on assessment of value chain partners:

	% of value chain partners (by value of partners) that were assessed
Sexual Harassment	NA
Discrimination at workplace	
Child Labour	
Forced Labour/Involuntary Labour	
Wages	
Others – please specify	

5. Provide details of any corrective actions taken or under way to address significant risks/concerns arising from the assessments at Question 4 above.

Not Applicable

PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment

Essential Indicators

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Note: if any independent assessment/evaluation/assurance has been carried out by an external agency?

(Y/N) If yes, name of the external agency

There are several methods by which ICRA has been able to reduce its energy consumption from the previous FY. This includes encouraging employees to turn off lights, computers, and other equipment when they are not in use, switching to energy-efficient lighting like LED lights in all its offices across India and adjusted temperature settings during summers season

Parameter	Please specify unit	FY 2024-25	FY 2023-24
From renewable sources			
Total electricity consumption (A)	Joule	0	0
Total fuel consumption (B)	Joule	0	0
Energy consumption through other sources (C)	Joule	0	0
Total energy consumed from renewable sources (A+B+C)	Joule	0	0
From non-renewable sources			
Total electricity consumption (D)	Joule	36,93,326.40	23,76,150.90
Total fuel consumption (E)	Joule	0	0
Energy consumption through other sources (F)	Joule	0	0
Total energy consumed from non-renewable sources (D+E+F)	Joule	36,93,326.40	23,76,150.90
Total energy consumed (A+B+C+D+E+F)	Joule	36,93,326.40	23,76,150.90
Energy intensity per rupee of turnover (Total energy consumed/Revenue from operations)	Joule Per INR	0.00079	0.00055
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed/Revenue from operations adjusted for PPP)	Joule Per INR	0.016	0.013
Energy intensity in terms of physical output	Joule	0	0
Energy intensity (optional) - the relevant metric may be selected by the entity		0	0

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. No

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2. Does the entity have any sites/facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any. – Not Applicable

3. Provide details of the following disclosures related to water, in the following format:

Parameter	Please specify unit	FY 2024-25	FY 2023-24
Water withdrawal by source (in kilolitres)			
(i) Surface water	kilolitres	0.062	0.075
(ii) Groundwater	kilolitres	0	0
(iii) Third party water	kilolitres	105.78	111.92
(iv) Seawater/desalinated water	kilolitres	0	0
(v) Others	kilolitres	0	0
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	kilolitres	105.84	111.99
Total volume of water consumption (in kilolitres)	kilolitres	105.84	111.99
Water intensity per rupee of turnover (Total water consumption/Revenue from operations)	kilolitres	0.000000022	0.000000026
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)(Total water consumption/Revenue from operations adjusted for PPP)	kilolitres	0.000000046	0.00000006
Water intensity in terms of physical output	kilolitres	0	0
Water intensity (optional) - the relevant metric may be selected by the entity	kilolitres	0	0

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. No

4. Provide the following details related to water discharged:

Parameter	FY 2024-25	FY 2023-24
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water		
No treatment -		
With treatment – please specify level of treatment		
(ii) To Groundwater		
- No treatment		
- With treatment		
– please specify level of treatment		
(iii) To Seawater–		
- No treatment -		
- With treatment		
- please specify level of treatment		
(iv) Sent to third-parties -		
No treatment -		
With treatment –		
(v) Others -		
No treatment -		
With treatment –		
please specify level of treatment		
Total water discharged (in kilolitres)	NA	NA

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency: No



5 Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

The company's water usage is minimal and primarily limited to human consumption, resulting in an insignificant volume of wastewater. Nevertheless, the company is committed to responsible water use and promotes awareness among employees through Environmental Sustainability sessions.

6 Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

As a financial services provider, ICRA's operations have a minimal environmental footprint, and greenhouse gas (GHG) emissions are not considered material to its business activities. However, ICRA is committed to environmental responsibility and plans to enhance its emissions management by capturing and analysing relevant data in the coming years.

The primary source of GHG emissions is the use of diesel generators (DGs) as backup power, which, in most office locations, falls under the purview of the respective landlords. As such, these emissions are not directly attributable to ICRA's operational scope.

Parameter	Please specify unit	FY 2024-25	FY 2023-24
Nox			
Sox			
Particulate matter (PM)			
Persistent organic pollutants (POP)		NA	
Volatile organic compounds (VOC)			
Hazardous air pollutants (HAP)			
Others – please specify			

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

7 Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2024-25	FY 2023-24
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	tCO ₂ e	0	3.53
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	tCO ₂ e	746.84	482.80
Total Scope 1 and Scope 2 emission intensity per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions/Revenue from operations)	tCO ₂ e	0.00000015	0.00000011
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions/Revenue from operations adjusted for PPP)	tCO ₂ ePerINR	0.0000033	0.0000025*
Total Scope 1 and Scope 2 emission intensity in terms of physical output	tCO ₂ e	0	0
Total Scope 1 and Scope 2 emission intensity (optional) - the relevant metric may be selected by the entity		0	0

*Including PPP data for FY 2023–24 to ensure clarity in reporting

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

8 Does the entity have any project related to reducing greenhouse gas emission? If Yes, then provide details.

No

Business Responsibility & Sustainability Report 2024-25

9. Provide details related to waste management by the entity, in the following format:

Parameter	Parameter	FY 2024-25	FY 2023-24
Total Waste generated (in metric tonnes)			
Plastic waste (A)	metric tonnes	0	0
E-waste (B)	metric tonnes	1.384	1.005
Bio-medical waste (C)	metric tonnes	0	0
Construction and demolition waste (D)	metric tonnes	0	0
Battery waste (E)	metric tonnes	0.065	0.149
Radioactive waste (F)	metric tonnes	0	0
Other Hazardous waste. Please specify, if any. (G)	metric tonnes	0	0
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	metric tonnes	0	0
Total (A+B + C + D + E + F + G + H)	metric tonnes	1.45	1.15
Waste intensity per rupee of turnover (Total waste generated/Revenue from operations)	metric tonnes	0.0000000003	0.00000000027
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated/Revenue from operations adjusted for PPP)	metric tonnes	0.0000000062	0.0000000061
Waste intensity in terms of physical output	metric tonnes	0	0
Waste intensity (optional) - the relevant metric may be selected by the entity	metric tonnes	0	0
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)			
Category of waste			
(i) Recycled	metric tonnes	0	0
(ii) Re-used	metric tonnes	0	0
(iii) Other recovery operations	metric tonnes	0	0
Total	metric tonnes	0.00	0.00
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)			
Category of waste			
(i) Incineration	metric tonnes	0	0
(ii) Landfilling	metric tonnes	0	0
(iii) Other disposal operations	metric tonnes	0	0
Total	metric tonnes	0.00	0.00

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

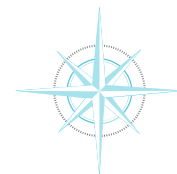
10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

As a service-based organisation, ICRA does not utilise hazardous or toxic chemicals. However, to promote responsible consumption and reduce paper waste, the company has implemented several initiatives. These include limiting the number of printers, introducing a secure PIN-based printing system, setting printing limits, and encouraging double-sided printing.

These measures have significantly contributed to reducing paper usage and fostering a culture of environmental responsibility among employees.

11. If the entity has operations/offices in/around ecologically-sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals/clearances are required, please specify details in the following format:

S. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval/clearance are being complied with? (Y/N) If no, the reason thereof and corrective action
The company does not have its offices in ecologically sensitive areas where environmental approvals/clearances are required.			



12 Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain. (Yes/No)	Relevant Web link
NA					

13 Is the entity compliant with the applicable environmental law/regulations/guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment Protection Act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

S. No.	Specify the law/regulation/guidelines which was not complied with	Provide details of the non-compliance	Any fines/penalties/action taken by regulatory agencies such as pollution control boards or by Courts	Corrective action taken if any
NA				

Yes, we have complied with applicable environmental law/regulations/guidelines. No fine/penalty/action was initiated against the entity under any of the applicable environmental laws/regulation/guidelines

Leadership Indicator

1. Water withdrawal, consumption, and discharge in areas of water stress (in kilolitres):

For each facility/plant located in areas of water stress, provide the following information:

i) Name of the area

ii) Nature of operations

iii) Water withdrawal, consumption, and discharge in the following format

Parameter	FY 2024-25	FY 2023-24
Water withdrawal by source (in kilolitres)		
(i) Surface water	NA	NA
(ii) Groundwater		
(iii) Third party water		
(iv) Seawater/desalinated water		
(v) Others		
Total volume of water withdrawal (in kilolitres)		
Total volume of water consumption (in kilolitres)		
Water intensity per rupee of turnover (Water consumed/turnover)		
Water intensity (optional) – the relevant metric may be select-ed by the entity		
Water discharge by destination and level of treatment (in kilolitres)		
(i) Into Surface water	NA	NA
- No treatment		
- With treatment – please specify level of treatment		
(ii) Into Groundwater		
- No treatment		
- With treatment – please specify level of treatment		
(iii) Into Seawater		
- No treatment		
- With treatment – please specify level of treatment		
(iv) Sent to third parties		
No treatment		
With treatment – please specify level of treatment		
(v) Others		
No treatment		
With treatment – please specify level of treatment		
Total water discharged (in kilolitres)		

* All our offices are located in multi-tenant buildings hence the water discharge data is not available for current financial year

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

Business Responsibility & Sustainability Report 2024-25

2. Please provide details of total Scope 3 emissions & its intensity, in the following format:

Parameter	Unit	FY 2024-25	FY 2023-24
Total Scope 3 emissions (Break- up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent		
Total Scope 3 emissions per rupee of turnover		NA	
Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity			

We are a service-oriented business and at the same time realise the adverse impact of direct and indirect emissions to the environment. However, we are currently not under the purview of Scope 3 emissions.

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

3. With respect to the ecologically-sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along with prevention and re-mediation activities.

NA

4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions/effluent discharge/waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

Sr. No	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative	Action taken, if any
1.	Disposal of e-waste through MPCB approved vendor	All IT assets are being disposed of in a responsible manner through an MPCB- approved disposal vendor, who ensures that any e-waste is being disposed of as per rules outlined by the State Pollution Control Board.	Responsible disposal of e-waste helps reduce the burden on landfills and prevent exposure of toxic substances to informal recycling operators.	NA
2	Hand dryers, sensor taps and LED light fixtures	Use of such technology helps reduce paper water, saves energy and ensures best utilisation of resources.	Sensor-based taps installed at offices to reduce water consumption, hand dryers installed in washrooms to reduce paper/tissue consumption. Plants have been placed inside the office premises to reduce air pollution.	NA
3	Robust digital environment	ICRA has consistently invested in technology that creates a robust digital environment in the organisation. Its shift to Microsoft 365 has made its operations more efficient.	Benefits of adopting better technology includes energy efficient as it uses carbon neutral data centres and reduce the dependency on high power, on premises servers.	NA

5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/web link.

ICRA's crisis preparedness is anchored in its Crisis Management Framework and Business Continuity Plan (BCP). These frameworks enable the organisation to proactively identify potential threats and respond strategically in the event of a crisis.

The company emphasises timely and coordinated responses, supported by effective communication strategies and stakeholder engagement. ICRA is committed to transparency and accountability, ensuring that the interests of its stakeholders and customers are safeguarded throughout any disruption.

The BCP outlines detailed procedures for restoring critical operations, particularly IT systems, and includes provisions for long-term recovery such as backup systems and alternative facilities. These protocols are designed to minimise downtime and facilitate a swift return to normal operations.



6. Disclose any significant adverse impact to the environment arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.

No significant adverse impact envisioned from ICRA's value chain.

7. Percentage of value chain partners (by value of business done with such partners) that were assessed for emissions & its intensity

Not assessed

8. How many Green Credits have been generated or procured:

NIL

PRINCIPLE 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.

Essential Indicators

1. a. Number of affiliations with trade and industry chambers/associations.

The Associated Chambers of Commerce & Industry of India, PHD Chamber of Commerce and Industry, Federation of Indian Chambers of Commerce and Industry & Confederation of Indian Industry

b. List the top 10 trade and industry chambers/associations (determined based on the total members of such body) the entity is a member of/affiliated to.

S. No.	Name of the trade and industry chambers/associations	Reach of trade and industry chambers/associations (State/National)
1	Assocham- The Associated Chambers of Commerce & Industry of India	National
2	FICCI- Federation of Indian Chambers of Commerce	National
3	PHD Chambers – PHD Chamber of Commerce and Industry	National
4	CII- Confederation of Indian Industry	National

2. Provide details of corrective action taken or under way on any issues related to anti- competitive conduct by the entity, based on adverse orders from regulatory authorities.

Name of the authority	Brief of the case	Corrective action taken
None		

Leadership Indicators

1. Details of public policy positions advocated by the entity:

S. no.	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (yes/no)	Frequency of review by board (annually/half yearly/quarterly/others)	Web link, if available
1	We engage with regulators, industry or other forums on public policy matter, through responsible engagement.	Client publications, newsletters, media quotes, events, webinars, speakers	No	Need basis	NA

Business Responsibility & Sustainability Report 2024-25

PRINCIPLE 8. Business should promote Industry growth and equitable development

Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year

There is no Social Impact Assessment conducted for FY 2024-25 as each CSR projects funded were below the regulatory threshold.

Name and brief details of the project	SIA Notification No.	Date of Notification	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant web link
-	-	-	-	-	-

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format

ICRA has no previous or ongoing projects that require rehabilitation or resettlement.

3. Describe the mechanisms to receive and redress grievances of the community.

Group ICRA implements its project through its CSR implementing agencies who have a structured mechanism to receive and redress grievances of the community. Below are some of the mechanisms implemented to address the same:

- In-house helpdesk number for timely resolution of grievances.
- To address challenges in a collaborative way, monthly meetings are held with the stakeholders in communities. Accordingly, the implementation team works towards the concerns to ensure these challenges do not impact the initiative.
- Feedback boxes are set up for anonymous complaints/suggestion promoting more openness.
- A redressal committee identifies and reviews grievances to take appropriate action.

Note: The above-mentioned mechanisms are not implemented in all locations and may differ from project to project

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY 2024-25	FY 2023-24
Directly sourced from MSMEs/small producers	31%	33%
Sourced directly from within the district and neighbouring districts.	NA	NA

NA: Information not applicable

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent/on contract basis) in the following locations, as % of total wage cost

Location	FY 2024-25	FY 2023-24
Rural	0	0
Semi-urban	0	0
Urban	0	0
Metropolitan	100%	100%

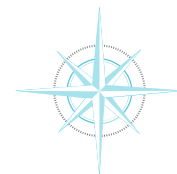
(Place to be categorized as per RBI Classification System - rural/semi-urban/urban/metropolitan)

Given that all our operational locations have populations exceeding 1 million, they do not fall under the 'rural' or 'semi-urban' classification as per standard demographic definitions

Leadership Indicator

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

Details of negative social impact identified	Corrective action taken
NA	NA



2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

S. no	State	Aspirational District	Amount Spent (₹)
1	Haryana	Nuh	28,21,700

3. (a) Do you have a preferential procurement policy where you give preference to purchase from supplier's comprising marginalised/vulnerable groups? (Yes/No)

Yes

(b) From which marginalised/vulnerable groups do you procure?

ICRA's internal procurement procedures incorporate principles of sustainable sourcing. A diverse supplier base enhances innovation and broadens perspectives, enabling us to better serve our stakeholders. We are committed to expanding our network of suppliers to include businesses owned and operated by minorities, women, veterans, and individuals with disabilities.

Our expectations from vendors include the following:

1. Adherence to fair trade practices
2. Implementation of environmentally responsible processes
3. Preference for local sourcing and suppliers

These practices reflect ICRA's commitment to ethical, inclusive, and sustainable procurement.

(c) What percentage of total procurement (by value) does it constitute? Not monitored

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:

S. no.	Intellectual property based on traditional knowledge	Owned/Acquired (Yes/No)	Benefit shared (Yes/No)	Basis of calculating benefit share
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NA

5. Details of corrective actions taken or under way, based on any adverse order in intellectual property-related disputes wherein usage of traditional knowledge is involved:

Name of authority	Brief of the case	Corrective action taken
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NA

6. Details of beneficiaries of CSR Projects:

S. no	CSR projects	No. of person benefited from CSR projects	% of beneficiaries from vulnerable and marginalized groups
1.	DIYA Program: Anudip Foundation (Barasat & Magrahat and Bengaluru)	450	100
2.	Sponsorship Program: Deepalaya (Nuh)	200	100
3.	Women Entrepreneurship Program: Friends of Women's World Banking (Ahmedabad, Gandhinagar and Kheda)	500	100
4.	Sponsorship Program: Vidya Integrated Development for Youth and Adults (Gurugram)	41	100
5.	Sponsorship Program: Vidya Integrated Development for Youth and Adults (Gurugram)	192	100
6.	Sponsorship Program: Vidya Integrated Development for Youth and Adults (Bengaluru)	150	100
7.	Sponsorship Program: Vidya Integrated Development for Youth and Adults (Mumbai)	2200	100
8.	Sponsorship Program: Parivaar Education Society (Kolkata)	30	100
9.	Special School Project: Jai Vakeel Foundation (Mumbai)	335	100

Business Responsibility & Sustainability Report 2024-25

PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

ICRA offers multiple channels for customers to share complaints and feedback. All complaints are addressed in line with the procedures outlined in our policies and Code of Business Conduct. Customer feedback is valued and used to develop action plans aimed at enhancing satisfaction.

For domestic clients, a dedicated platform for managing complaints and feedback has been developed and is currently under testing at the client's end. In the Knowledge Services division, which primarily supports Moody's, regular account manager calls and annual feedback surveys are conducted. Insights from these surveys contribute to our Customer Satisfaction (CSAT) scores.

2. Turnover of products and/services as a percentage of turnover from all products/service that carry information about:

	As a percentage to the total turnover
Environmental and social parameters relevant to the product	
Safe and responsible usage	NA
Recycling and/or Safe disposal	

3. Number of consumer complaints in respect of the following:

	FY 2024-25		Remarks	FY 2023-24		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	0	NA	NA	0	NA	NA
Advertising	0			0		
Cyber security	0			0		
Delivery of essential services	0			0		
Restrictive Trade Practices	0			0		
Unfair Trade Practices	0			0		
Other	0			0		

4. Details of instances of product recalls on account of safety issues:

	Number	Reasons for recall
Voluntary recalls	0	NA
Forced recalls	0	NA

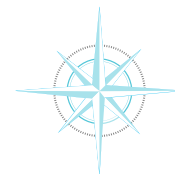
5. Does the entity have a framework/policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

Yes. Cyber Security and Risk related to Privacy is part of Information Security Policy. Please find the link : <https://www.icra.in/Home/PrivacyPolicy>.

Also, since ICRA is a SEBI regulated entity, we follow the SEBI CSCRF (Cyber Security & Cyber Resiliency Framework)

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty/action taken by regulatory authorities on safety of products/services.

NA



7. Provide the following information relating to data breaches:

- a. **Number of instances of data breaches:** NA
- b. **Percentage of data breaches involving personally identifiable information of customers:** NA
- c. **Impact, if any, of the data breaches:** Not applicable, as there was no incident of data breach.

Leadership Indicator

1. Channels/platforms where information on products and services of the entity can be accessed (provide web link, if available).

Yes, <https://www.icra.in/Rating/Index?RatingType=CR>
<https://www.icraanalytics.com/Home/offerings>

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.

We support responsible credit evaluation through comprehensive training and support for our ECL calculation tools and Internal Rating System software. Offerings include:

- Customised training sessions
- Detailed user manuals and demos
- Workshops on risk management, compliance, and result interpretation

Our expert teams provide personalised guidance to help users make informed, regulation-aligned decisions. We foster transparency and risk awareness through ongoing communication and knowledge sharing.

The MFI 360 product launch page also features clear usage guidelines to support safe, responsible business decisions.

3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services. NA

4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products/services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)

The company carries consumer survey periodically for getting feedback on its product and services.

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 Board	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
1.	Moody's Corporation (including its affiliates) ("Moody's entities") (Ultimate Holding Company/ Fellow Subsidiary)	Providing data management, value-added services including adjustments, ratio analysis, interpretation of reports, research support, data validation, cash flow modelling and analytics in the accounting and finance space. We also provide IT support services.	Ongoing, subject to renewal as per contractual terms*	Amount not exceeding USD 20 Million (₹ 150 crore; ₹ 75/USD 1) per annum*	Pursuant to the provisions of Section 188 of the Companies Act, 2013 and other applicable provisions and Regulation 23 of Listing Regulations, on February 17, 2022, the Board of Directors had approved this transaction and sought an approval from the members of the Company through postal ballot which was duly passed on March 26, 2022.	Nil

*The members of the Company in the annual general meeting held on August 3, 2023, had accorded their approval for carrying out and/or continuing with the arrangements and transactions of amount not exceeding USD 50 million (₹ 410 crore; ₹ 82/USD 1) per annum, and the tenure of the transactions shall be for five years, effective from April 1, 2023.



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Independent Auditor's Report

To The Members of ICRA Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of ICRA Limited (the "Company"), which comprise the Balance Sheet as at March 31, 2025, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year ended on that date, and notes to the financial statements, including a summary of material 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 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on

Auditing ("SA's") specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility 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 ("ICAI") 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 made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit 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. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matters	Auditor's Response
Revenue Recognition The revenue relating to rating, where customer's acceptance is required, is recognised upon issuance of press release or disclosure of unaccepted ratings on the Company's website. Surveillance fees, to the extent of reasonable certainty of collection, is recognised over the surveillance period. For other cases, revenue is recognised upon transfer of control of promised services to the customers. There is risk that revenue is recognised for all services before the transfer of control of the service to customer is completed. Additionally, Ind AS 115 – Revenue from Contracts with Customers mandates robust disclosures in respect of revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet. Refer Note 2.1(b), 3.1, 22 and 43 to the Standalone Financial Statements. Due to the significance of the item to the financial statements, complexities involved and management judgment involved for ensuring appropriateness of accounting treatment, this matter has been identified as a key audit matter for the current year's audit.	Our audit procedures included: <ul style="list-style-type: none">• Obtained an understanding of the revenue business process.• Evaluation of the design and implementation and operating effectiveness of internal controls relating to revenue recognition process.• Assessed the appropriateness of revenue recognition policy adopted by the Company.• Evaluated the reasonableness of the significant judgements and estimation involved in the recognition of revenue.• On selected sample of contracts, tested revenue recognition, and our procedures included:<ul style="list-style-type: none">i. evaluating the identification of performance obligations;ii. determining the transaction price considering the terms of the contracts; andiii. evaluated the appropriateness of management's assessment of manner of satisfaction of performance obligations and consequent revenue recognition.• 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.• Assessed the adequacy of the disclosures in accordance with the relevant accounting standard.



Information Other than the Financial Statements and Auditor's Report Thereon

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Company's director's report including annexures and Management Discussion & Analysis, but does not include the consolidated financial statements, standalone financial statements and our auditor's 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 during the course of our 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.

Responsibilities of Management and Board of Directors for the Standalone Financial Statements

The Company's Board of Directors is 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 financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including 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 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 the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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, 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 intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Company's Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility 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 financial controls 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 standalone 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 made by the management.

- Conclude on the appropriateness of management's 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 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the Company to express an opinion on the standalone financial statements. We are responsible for the direction, supervision and performance of the audit of the standalone financial statements of such entities or business activities included in the standalone financial statements of which we are the independent auditors.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

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 financial controls 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 auditor's 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.

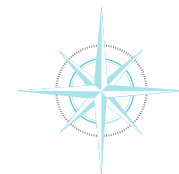
Other Matter

The standalone financial statements of the Company for the year ended March 31, 2024, were audited by another auditor who expressed an unmodified opinion on those statements on May 23, 2024.

Our opinion on the standalone financial statements is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit, referred to in the Other Matters section above 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 and not complying with the requirement of audit trail as stated in (i)(vi) below.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the relevant 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 March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164(2) of the Act.



- f) The modification relating to the maintenance of accounts and other matters connected therewith, is as stated in paragraph 1(b) above on reporting under Section 143(3)(b) and paragraph 1(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
- g) 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 A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to standalone financial statements.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended 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 on its financial position in its standalone financial statements - Refer Note 28 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 has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (b) The Management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
 - v. The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with section 123 of the Act, as applicable.

As stated in Note 32 to the standalone financial statements, the Board of Directors of the Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. Such dividend proposed is in accordance with Section 123 of the Act, as applicable.
 - vi. Based on our examination, which included test checks, the Company has used an accounting software, operated by a third party software service provider, for

maintaining its books of account for the year ended March 31, 2025, which has a feature of recording audit trail (edit log) facility and the audit trail feature at the application level has operated throughout the year for all relevant transactions recorded in the software. In the absence of an independent auditor's System and Organisation Controls report covering the audit trail requirement, we are unable to comment whether audit trail feature of the said software was enabled at the database level to log any direct data changes. Consequently, we are unable to comment whether there were any instances of the audit trail feature being tampered with.

Additionally, the audit trail that was enabled and operated for the year ended March 31, 2024, has been preserved by the Company as per the statutory requirements for record retention.

2. As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **DELOITTE HASKINS & SELLS**

Chartered Accountants

(Firm's Registration No. 117365W)

Rupen K. Bhatt

(Partner)

(Membership No. 046930)

UDIN: 25046930BMODRW3776

Place: Mumbai

Date: May 29, 2025



Annexure "A" to the Independent Auditor's Report

(Referred to in paragraph 1(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls with reference to standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the "Act")

We have audited the internal financial controls with reference to standalone financial statements of ICRA Limited (the "Company") as at March 31, 2025 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The Company's management and Board of Directors are responsible for establishing and maintaining internal financial controls with reference to standalone financial statements based on the internal control 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. 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 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.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, 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 was 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 standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, 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 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 control 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 control with reference to standalone 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 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 control 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.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to standalone financial

statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2025, based the criteria for internal financial control with reference to standalone financial statements 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.

For **DELOITTE HASKINS & SELLS**

Chartered Accountants

(Firm's Registration No. 117365W)

Rupen K. Bhatt

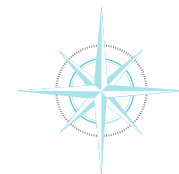
(Partner)

(Membership No. 046930)

UDIN: 25046930BMODRW3776

Place: Mumbai

Date: May 29, 2025



Annexure B to the Independent Auditor's Report on the Standalone financial statements of ICRA Limited for the year ended March 31, 2025

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) The Property, Plant and Equipment, were physically verified during the year by the Management which, in our opinion, provides for physical verification at reasonable intervals.
- No material discrepancies were noticed on such verification.
- (c) Based on the examination of the registered sale deed provided to us, we report that, the title deeds of all the immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company as at balance sheet date.
- (d) The Company has not revalued any of its property, plant and equipment and intangible assets during the year.
- (e) No proceedings have been initiated or are pending against the Company as at March 31, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) (a) The Company does not have any inventory and hence reporting under clause 3(ii)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us, at any point of time of the year, the Company has not been sanctioned any

working capital facility from banks or financial institutions and hence reporting under clause 3(ii)(b) of the Order is not applicable.

- (iii) The Company has not made any investments in, provided any guarantee or security, and granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year, and hence reporting under clause 3(iii) of the Order is not applicable.
- (iv) The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
- (vi) The maintenance of cost records has not been specified for the activities of the Company by the Central Government under section 148(1) of the Companies Act, 2013.
- (vii) (a) Undisputed statutory dues, including Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, cess and other material statutory dues applicable to the Company have been regularly deposited by it with the appropriate authorities in all cases during the year.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, cess and other material statutory dues in arrears as at March 31, 2025 for a period of more than six months from the date they became payable.

- (b) Details of statutory dues referred to in subclause (a) above which have not been deposited as on March 31, 2025 on account of disputes are given below:

Name of the Statute	Nature of the dues	Amount (₹ in lakhs)#	Amount Paid under protest (₹ in lakhs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	42.04	-	F.Y. 2002-03	Assessing Officer*
Income Tax Act, 1961	Income Tax	41.96	-	F.Y. 2003-04	Assessing Officer*
Income Tax Act, 1961	Income Tax	25.50	-	F.Y. 2004-05	Assessing Officer*
Income Tax Act, 1961	Income Tax	453.41	11.00	F.Y. 2005-06	Assessing Officer*
Income Tax Act, 1961	Income Tax	418.44	-	F.Y. 2010-11	Assessing Officer*
Income Tax Act, 1961	Income Tax	368.79	-	F.Y. 2012-13	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax	344.97	-	F.Y. 2013-14	Assessing Officer*
Income Tax Act, 1961	Income Tax	27.24	-	F.Y. 2014-15	Assessing Officer*
Income Tax Act, 1961	Income Tax	193.96	-	F.Y. 2015-16	Assessing Officer*
Income Tax Act, 1961	Income Tax	5,191.72	-	F.Y. 2016-17	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax	291.10	-	F.Y. 2017-18	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax	282.80	-	F.Y. 2018-19	The Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	33.27	-	F.Y. 2019-20	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax	92.49	-	F.Y. 2020-21	The Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	46.43	-	F.Y. 2021-22	The Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	2,939.40	-	F.Y. 2022-23	Assessing Officer*
Central Goods and Services Tax Act, 2017	Central Goods and Services Tax	16.34	0.74	F.Y. 2018-19	Office of Appellate Authority
Central Goods and Services Tax Act, 2017	Central Goods and Services Tax	24.41	1.16	F.Y. 2019-20	Office of Appellate Authority

#Amount as per demand orders including interest and penalty, wherever indicated in the order.

*Pending order giving effect by assessing officer in respect of favourable orders received by the Company.

- (viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income tax in the tax assessments under the income tax act, 1961 (43 of 1961) during the year.
- (ix) (a) The Company has not taken any loans or other borrowings from any lender. Hence reporting under clause 3(ix)(a) of the Order is not applicable to the Company.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not taken any term loan during the year and there are no unutilized term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) On an overall examination of the standalone financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.
- (x) (a) The Company has not issued any of its securities (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.



- (b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year and provided to us, when performing our audit.
- (xii) The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements etc. as required by the applicable accounting standards.
- (xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and nature of its business.
- (b) We have considered, the internal audit reports issued to the Company during the year and covering the period upto March 31, 2025 and the draft of the internal audit reports issued where issued after the balance sheet date covering the period April 1, 2024 to March 31, 2025 for the period under audit.
- (xv) In our opinion during the year the Company has not entered into any non-cash transactions with its directors or directors of it's holding company or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (b) The Group does not have any Core Investment Company (CIC) as part of the group and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there are no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.
- For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm's Registration No. 117365W)
- Rupen K. Bhatt**
(Partner)
(Membership No. 046930)
UDIN: 25046930BMODRW3776
- Place: Mumbai
Date: May 29, 2025

Standalone Balance Sheet

as at March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

Particulars	Note No.	As at March 31, 2025	As at March 31, 2024
I. ASSETS			
(1) Non-current assets			
(a) Property, plant and equipment	4.1	935.74	917.19
(b) Right-of-use assets	4.2	1,050.27	934.06
(c) Capital work-in-progress	4.3	-	11.87
(d) Intangible assets	5.1	644.90	462.53
(e) Intangible assets under development	5.2	133.22	79.06
(f) Financial assets			
(i) Investments	6.1	3,711.60	42,555.27
(ii) Loans	7.1	1.14	2.44
(iii) Other financial assets	8.1	3,248.94	952.95
(g) Deferred tax assets (net)	9.5	-	104.94
(h) Non-current tax assets (net)	10	2,463.15	2,153.00
(i) Other non-current assets	11.1	27.46	44.76
Total non-current assets		12,216.42	48,218.07
(2) Current assets			
(a) Financial assets			
(i) Investments	6.2	61,878.91	25,672.32
(ii) Trade receivables	12	2,645.22	2,309.39
(iii) Cash and cash equivalents	13	477.50	218.49
(iv) Bank balances other than (iii) above	14	16,877.90	9,318.46
(v) Loans	7.2	0.50	0.80
(vi) Other financial assets	8.2	86.77	37.35
(b) Other current assets	11.2	1,113.96	1,174.23
Total current assets		83,080.76	38,731.04
Total assets		95,297.18	86,949.11
II. EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity share capital	15	965.12	965.12
(b) Other equity	16	79,471.69	73,178.32
Total equity		80,436.81	74,143.44
Liabilities			
(2) Non-current liabilities			
(a) Financial liabilities			
(i) Lease liabilities	17.1	707.12	684.70
(b) Provisions	18.1	98.73	93.15
(c) Deferred tax liabilities (net)	9.5	724.03	-
Total non-current liabilities		1,529.88	777.85
(3) Current liabilities			
(a) Financial liabilities			
(i) Lease liabilities	17.2	420.16	319.21
(ii) Trade payables	20		
(A) Total outstanding dues of micro and small enterprises: and		51.77	29.31
(B) Total outstanding dues of creditors other than micro and small enterprises		440.08	478.02
(iii) Other financial liabilities	17.3	3,998.12	2,995.18
(b) Other current liabilities	19	8,178.85	6,934.64
(c) Provisions	18.2	147.54	1,271.13
(d) Current tax liabilities (net)	21	93.97	0.33
Total current liabilities		13,330.49	12,027.82
Total liabilities		14,860.37	12,805.67
Total equity and liabilities		95,297.18	86,949.11
Material accounting policies	3		

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date attached

For **Deloitte Haskins & Sells**
Chartered Accountants
Firm Registration No.: 117365W

For and on behalf of the Board of Directors of **ICRA Limited**
CIN: L74999DL1991PLC042749

Rupen K. Bhatt
Partner
Membership No: 046930

P. S. Jayakumar
Chairman
(DIN: 01173236)

Ramnath Krishnan
Managing Director & Group C.E.O.
(DIN: 09371341)

Venkatesh Viswanathan
Chief Financial Officer

S. Shakeb Rahman
Company Secretary

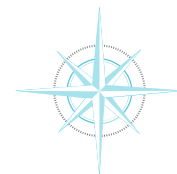
Place: Mumbai
Date: May 29, 2025

Place: Mumbai
Date: May 29, 2025

Place: Mumbai
Date: May 29, 2025

Place: Mumbai
Date: May 29, 2025

Place: Mumbai
Date: May 29, 2025



Standalone Statement of Profit and Loss

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

Particulars	Note No.	For the year ended March 31, 2025	For the year ended March 31, 2024
I Revenue from operations	22	28,672.64	25,124.01
II Other income	23	10,205.19	9,096.43
III Total income (I+II)		38,877.83	34,220.44
Expenses			
IV Employee benefit expenses	24	14,957.08	14,521.05
V Finance costs	25	172.00	376.69
VI Depreciation and amortisation expense	26	791.90	799.17
VII Other expenses	27	4,061.34	3,839.49
VIII Total expenses (IV to VII)		19,982.32	19,536.40
IX Profit before tax (III-VIII)		18,895.51	14,684.04
Tax expense:	9		
Current tax		3,241.97	2,357.46
Deferred tax		834.16	10.82
X Total tax expense		4,076.13	2,368.28
XI Profit after tax (IX-X)		14,819.38	12,315.76
A Other comprehensive income/(loss)			
(i) Items that will not be reclassified to profit or loss	42	(20.64)	(65.33)
(ii) Income tax relating to items that will not be reclassified to profit or loss	9.2	5.19	16.44
XII Other comprehensive income/(loss), net of income tax		(15.45)	(48.89)
XIII Total comprehensive income for the year (XI+XII)		14,803.93	12,266.87
XIV Earnings per share (₹)	31		
(face value of ₹ 10 per share):			
1) Basic		154.05	128.03
2) Diluted		153.85	127.97
Material accounting policies	3		

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date attached

For **Deloitte Haskins & Sells**
Chartered Accountants
Firm Registration No.: 117365W

For and on behalf of the Board of Directors of **ICRA Limited**
CIN: L74999DL1991PLC042749

Rupen K. Bhatt
Partner
Membership No: 046930

P. S. Jayakumar
Chairman
(DIN: 01173236)

Ramnath Krishnan
Managing Director & Group C.E.O.
(DIN: 09371341)

Venkatesh Viswanathan
Chief Financial Officer

S. Shakeb Rahman
Company Secretary

Place: Mumbai
Date: May 29, 2025

Place: Mumbai
Date: May 29, 2025

Place: Mumbai
Date: May 29, 2025

Place: Mumbai
Date: May 29, 2025

Place: Mumbai
Date: May 29, 2025

Standalone Statement of Cash Flows

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
A. Cash flow from operating activities		
Profit before tax	18,895.51	14,684.04
Adjustments for		
Depreciation and amortisation expense	791.90	799.17
Loss allowance (including bad debts/ advances written off)	127.33	139.70
Interest on lease liabilities	112.00	120.33
Share based payment expenses	320.22	150.72
Long term individual payout funded through Trust (refer note 35)	769.87	613.85
Interest income on fixed deposits	(1,170.20)	(857.95)
Interest income on investments carried at amortised cost	-	(21.23)
Interest income on security deposits carried at amortised cost	(62.86)	(52.16)
Gain on financial assets carried at fair value through profit and loss ('FVTPL') (net)	(4,273.26)	(4,261.54)
Gain on sale of financial assets carried at FVTPL (net)	(389.93)	(230.21)
Advances received from customers written back	(72.84)	(151.32)
Dividend from subsidiary company	(2,818.49)	(2,822.53)
(Profit)/loss on sale of property, plant and equipment (net)	0.59	(59.37)
Bad debts recovered	(17.34)	(20.66)
Operating cash flow before changes in operating assets and liabilities	12,212.50	8,030.84
Adjustments for changes in operating assets and liabilities		
(Increase)/ decrease in trade receivables	(439.24)	(1,150.81)
(Increase)/ decrease in loans	1.60	2.49
(Increase)/ decrease in other financial assets	(197.33)	29.52
(Increase)/ decrease in other assets	135.11	(103.68)
Increase/ (decrease) in trade payables	(15.48)	(50.15)
Increase/ (decrease) in other financial liabilities	1,014.07	261.90
Increase/ (decrease) in other liabilities	1,317.05	787.75
Increase/ (decrease) in provisions	(1,196.19)	725.06
Cash generated from operations before tax	12,832.09	8,532.92
Taxes paid, net of refund	(3,458.47)	(2,880.50)
Net cash generated from operating activities (A)	9,373.62	5,652.42
B. Cash flow from investing activities		
Acquisition of property, plant and equipment and intangible assets	(633.28)	(331.84)
Proceeds from sale of property, plant and equipment and intangible assets	6.85	6.98
Investment in mutual funds	(8,599.99)	(15,649.99)
Proceeds from redemption/disposal of mutual funds	15,950.83	8,207.63
Redemption of corporate deposits (net)	-	10,000.00
Investment in subsidiary	-	(1,100.15)
Interest received on investments	-	606.64
Investment in fixed deposits	(18,354.36)	(20,060.00)
Proceeds from redemption/disposal of fixed deposit	8,960.00	21,560.69
Interest received on fixed deposits	865.09	1,008.51
Dividend received from subsidiary company	2,818.49	2,822.53
Net cash generated from/(used in) investing activities (B)	1,013.63	7,071.00



Standalone Statement of Cash Flows

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
C. Cash flow from financing activities		
Payment of lease liabilities	(364.77)	(324.26)
Interest paid on lease liabilities	(112.00)	(120.33)
Dividend paid	(9,651.23)	(12,546.60)
Increase/ (decrease) in unclaimed dividend	(0.24)	1.86
Net cash used in financing activities (C)	(10,128.24)	(12,989.33)
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	259.01	(265.91)
Add: Cash and cash equivalents at the beginning of year	218.49	484.40
Cash and cash equivalents at the end of the year	477.50	218.49
Components of cash and cash equivalents (Refer note 13)		
Balances with banks		
In current accounts	477.15	218.07
Cash on hand	0.35	0.42
Cash and cash equivalents at the end of the year	477.50	218.49

Notes:

- Cash Flow Statement has been prepared under the indirect method as set out in the Ind AS 7 "Statement of Cash Flows".
- Ind AS 7 requires the entity to provide disclosures that enable users of financials statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities, to meet the disclosure requirement. The Company does not have any liabilities arising from financing activities except lease liabilities, refer note 44 for the movement in lease liabilities during the years ended March 31, 2025 and March 31, 2024.

Material accounting policies (Refer note 3)

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date attached

For **Deloitte Haskins & Sells**
Chartered Accountants
Firm Registration No.: 117365W

For and on behalf of the Board of Directors of **ICRA Limited**
CIN: L74999DL1991PLC042749

Rupen K. Bhatt
Partner
Membership No: 046930

P. S. Jayakumar
Chairman
(DIN: 01173236)

Ramnath Krishnan
Managing Director & Group C.E.O.
(DIN: 09371341)

Venkatesh Viswanathan
Chief Financial Officer

S. Shakeb Rahman
Company Secretary

Place: Mumbai
Date: May 29, 2025

Place: Mumbai
Date: May 29, 2025

Place: Mumbai
Date: May 29, 2025

Place: Mumbai
Date: May 29, 2025

Place: Mumbai
Date: May 29, 2025

Standalone Statement of Changes in Equity

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

Particulars	Note No.	Equity share capital	Attributable to equity shareholders						Total equity
			Other equity						
			Reserves and surplus			Items of OCI			
			Capital reserve	Capital redemption reserve	Employees' stock options outstanding	General reserve	Retained earnings	Remeasurement of defined benefit obligation	
Opening balance as at April 01, 2023		965.12	1,784.19	34.88	-	7,802.44	63,187.74	(115.77)	73,658.60
Profit after tax for the year		-	-	-	-	-	12,315.76	-	12,315.76
Other comprehensive income/(loss), net of tax		-	-	-	-	-	-	(48.89)	(48.89)
Total comprehensive income/(loss) for the year		-	-	-	-	-	12,315.76	(48.89)	12,266.87
Dividend on equity shares	32	-	-	-	-	-	(12,546.60)	-	(12,546.60)
Options granted during the year	16 (c) & 36	-	-	-	150.72	-	-	-	150.72
Capital reserve created during the year	16 (a) & 35	-	613.85	-	-	-	-	-	613.85
Closing balance as at March 31, 2024		965.12	2,398.04	34.88	150.72	7,802.44	62,956.90	(164.66)	74,143.44
Profit after tax for the year		-	-	-	-	-	14,819.38	-	14,819.38
Other comprehensive income/(loss), net of tax		-	-	-	-	-	-	(15.45)	(15.45)
Total comprehensive income/(loss) for the year		-	-	-	-	-	14,819.38	(15.45)	14,803.93
Dividend on equity shares	32	-	-	-	-	-	(9,651.23)	-	(9,651.23)
Options granted during the year	16 (c) & 36	-	-	-	304.45	66.35	-	-	370.80
Capital reserve created during the year	16 (a) & 35	-	769.87	-	-	-	-	-	769.87
Closing balance as at March 31, 2025		965.12	3,167.91	34.88	455.17	7,868.79	68,125.05	(180.11)	80,436.81

Material accounting policies (Refer note 3)

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date attached

For **Deloitte Haskins & Sells**
Chartered Accountants
Firm Registration No.: 117365W

For and on behalf of the Board of Directors of **ICRA Limited**
CIN: L74999DL1991PLC042749

Rupen K. Bhatt
Partner
Membership No: 046930

Place: Mumbai
Date: May 29, 2025

P. S. Jayakumar
Chairman
(DIN: 01173236)

Place: Mumbai
Date: May 29, 2025

Ramnath Krishnan
Managing Director & Group C.E.O.
(DIN: 09371341)

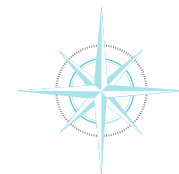
Place: Mumbai
Date: May 29, 2025

Venkatesh Viswanathan
Chief Financial Officer

Place: Mumbai
Date: May 29, 2025

S. Shakeb Rahman
Company Secretary

Place: Mumbai
Date: May 29, 2025



Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

1 Corporate information

ICRA 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") notified under Section 133 of the Companies Act, 2013 ("The Act").

These standalone 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 standalone 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 standalone financial statements are presented in Indian Rupees (₹) 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.

These standalone financial statements were authorised for issue by the Company's Board of Directors on May 29, 2025.

2.1 Use of estimates, judgements and assumptions

In preparing these standalone 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 is 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 standalone financial statements.

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 recognized in the standalone 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.

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.

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

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:

a) 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 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) 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



Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

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 standalone balance sheet date. 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.

All assets and liabilities for which fair value is measured or disclosed in the standalone 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 standalone 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.

2.3 Current versus non-current classification

Based on the time involved between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has identified twelve months as its operating cycle for determining current and non-current classification of assets and liabilities in the balance sheet.

3 Material accounting policies

This note provides a list of the material accounting policies adopted in the preparation of these standalone financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

3.1 Revenue recognition

The Company earns revenue primarily from the rating and ancillary services.

Revenue is measured based on the transaction price, which is the consideration, adjusted for price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

The first year rating includes free surveillance for first twelve months or the period of instrument, whichever is shorter, from the date of rating. A portion of the fee is allocated towards first year free surveillance based on management's estimate.

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

The revenue related to initial rating 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 recognized upon transfer of control of promised services to the customers.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as trade receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Unearned and deferred revenue ("contract liability") is recognised when the billings are in excess of revenues earned.

Out of pocket expenses which are recoverable from customers, are recognised both as expenditure and revenue.

As per the terms of payment for such arrangements, the invoice fall due upon presentation of invoice to the customers.

3.2 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 3.3.

3.3 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 (unless it is a trade receivable without a significant financing component) or financial liability is initially recognised at fair value plus or minus, for an item not at fair value through profit or loss (FVTPL), transaction costs that are directly attributable its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

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.

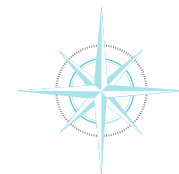
A financial asset is measured at amortised cost if both of the following condition are met and it is not designated as FVTPL.

- 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 gives 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 asset 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 gives rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in Other comprehensive



Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

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.

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 is 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 standalone statement of profit and loss.

Offsetting

Financial assets and financial liabilities are offset and the net amount is reported in the standalone 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.

3.4 Property, plant and equipment

Recognition and measurement

Property, plant and equipment and capital work in progress are measured at cost less accumulated

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

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 standalone 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 associated with the expenditure will flow to the Company. All other expenditure is recognised in the standalone statement of profit and loss.

Depreciation

Depreciation is calculated on cost of item of property, plant and equipment (except leasehold improvements) less their estimated residual value over their estimate useful lives using written down value method and is recognised in the standalone 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	2
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 ₹ 5,000 are fully depreciated in the year of purchase.

3.5 Intangible assets

Recognition and measurement

Intangible assets acquired separately are initially measured at cost. Such intangible assets are subsequently measured at cost less accumulated amortization and accumulated impairment losses, if any.

Subsequent expenditure

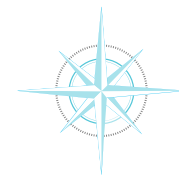
Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in the standalone statement of profit and loss.

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 standalone 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



Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

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 ('IAUD')

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.

3.6 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 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 from owned office premises is accounted for on a straight-line basis over the lease term and is included in other income in the standalone 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 term and is included in other income in the standalone statement of profit and loss.

3.7 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 is recognised in the standalone statement of profit and loss.

3.8 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.

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

For other financial assets, ECL is 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, is presented as expense or income in the standalone 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.

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 standalone 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.

3.9 Projects work-in-progress

Projects work-in-progress represent direct cost incurred against rating cases wherein work has been initiated but rating is yet to be concluded and amount is expected to be recovered.

3.10 Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, balances with banks and short-term deposits with original maturities of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the standalone statement of cash flows, cash and cash equivalent consists of cash on hand, balances with banks and short-term deposits, net of outstanding bank overdrafts (if any).

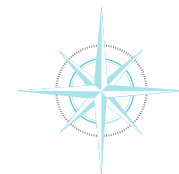
3.11 Foreign currencies

The Company's standalone financial statements are presented in Indian ₹, 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.



Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

3.12 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

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 standalone 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 standalone 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 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 standalone 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 standalone 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 standalone 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.

3.13 Share based payments

The grant date fair value of equity-settled share-based payment arrangements granted to employees is generally recognised as an employee benefits expense, with a corresponding increase in equity, over the vesting period of the awards. The

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

amount recognised as an expense is adjusted to reflect the number of awards for which the related service and non-market performance conditions are expected to be met, such that the amount ultimately recognised is based on the number of awards that meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

3.14 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 cash flows (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.

3.15 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 recognized 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 recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the standalone financial statements.

3.16 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.

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 standalone financial statements. 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).



Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

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.

3.17 Earnings per share

The basic earnings per share are calculated by dividing the net profit attributable to equity shareholders 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 shareholders 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.

3.18 Segment reporting

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components, and for which discrete financial information is available. Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM"). Revenues, expenses, assets and liabilities, which are common to the enterprise as a whole and are not allocable to segments on a reasonable basis, have been treated as "unallocated revenues/ expenses/ assets/ liabilities", as the case may be.

The Company is primarily engaged in the business of Rating, research and other services.

3.19 Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

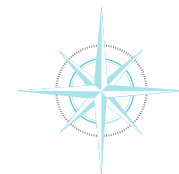
(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

4 Property, plant and equipment, right-of-use assets and capital work-in-progress.

	Particulars	As at March 31, 2025	As at March 31, 2024
4.1	Property, plant and equipment		
	Buildings	481.66	508.54
	Computers and data processing units	140.93	161.61
	Furniture and fittings	99.05	80.92
	Office equipment	62.30	69.33
	Electrical installation and equipment	15.89	14.70
	Leasehold improvements	135.91	82.09
	Total property, plant and equipment	935.74	917.19
4.2	Right-of-use assets		
	Right-of-use assets - buildings	1,050.27	934.06
	Total right-of-use assets	1,050.27	934.06
4.3	Capital work-in-progress (net)		
	Capital work-in-progress	-	11.87
	Total capital work-in-progress	-	11.87

4.4 Disclosures regarding gross block, accumulated depreciation and net block of property, plant and equipment and right-of-use assets

Particulars	Buildings	Computers and data processing units	Furniture and fittings	Office equipment	Electrical installation and equipment	Leasehold improvements	Total property, plant and equipment	Right-of-use assets - buildings
Cost								
As at April 1, 2023	785.37	667.29	287.36	206.52	90.93	223.89	2,261.36	2,395.26
Additions	-	162.30	3.44	18.16	0.25	-	184.15	272.18
Disposals/adjustments	-	(108.56)	(2.46)	(6.87)	(0.56)	-	(118.45)	(393.89)
As at March 31, 2024	785.37	721.03	288.34	217.81	90.62	223.89	2,327.06	2,273.55
Additions	-	94.06	48.13	30.81	5.83	76.81	255.64	536.37
Disposals/adjustments	-	(18.80)	(23.02)	(12.98)	(6.01)	(55.33)	(116.14)	-
As at March 31, 2025	785.37	796.29	313.45	235.64	90.44	245.37	2,466.56	2,809.92
Accumulated depreciation								
As at April 1, 2023	248.37	469.90	180.82	105.67	71.30	123.19	1,199.25	1,167.26
For the year	28.46	192.25	28.51	49.23	5.13	18.61	322.19	378.34
Disposals/adjustments	-	(102.73)	(1.91)	(6.42)	(0.51)	-	(111.57)	(206.11)
As at March 31, 2024	276.83	559.42	207.42	148.48	75.92	141.80	1,409.87	1,339.49
Additions	26.88	113.41	26.38	36.04	3.95	22.99	229.65	420.16
Disposals/adjustments	-	(17.47)	(19.40)	(11.18)	(5.32)	(55.33)	(108.70)	-
As at March 31, 2025	303.71	655.36	214.40	173.34	74.55	109.46	1,530.82	1,759.65
Carrying amount								
As at March 31, 2025	481.66	140.93	99.05	62.30	15.89	135.91	935.74	1,050.27
As at March 31, 2024	508.54	161.61	80.92	69.33	14.70	82.09	917.19	934.06



Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

Note:

- (i) The Company undisputedly possesses the title deeds for all properties held by the Company, presented under 'Buildings' in the above schedule. Further, the Company does not hold any property wherein the title deed does not convey a lucid ownership interest in favour of the Company with respect to such property.
- (ii) The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets during the current or previous year.

4.5 Capital work-in-progress (CWIP) ageing schedule

As at March 31, 2025

Particulars	Amount in CWIP as at March 31, 2025				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	-	-	-	-	-
Total	-	-	-	-	-

As at March 31, 2024

Particulars	Amount in CWIP as at March 31, 2024				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	11.87	-	-	-	11.87
Total	11.87	-	-	-	11.87

There are no projects in capital work-in-progress (CWIP) as at March 31, 2025 and March 31, 2024, whose completion is overdue or cost of which has exceeded in comparison to its original plan. Further, there are no projects in CWIP which are temporarily suspended.

5 Intangible assets and intangible assets under development

5.1 The details of intangible assets are as follows:

Particulars	As at March 31, 2025	As at March 31, 2024
Computer software	644.90	462.53
Total intangible assets	644.90	462.53

5.2 The details of intangible assets under development are as follows:

Particulars	As at March 31, 2025	As at March 31, 2024
Intangible assets under development	133.22	79.06
Total intangible assets under development	133.22	79.06

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

5.3 Disclosures regarding gross block, accumulated amortisation and net block are as given below:

Particulars	Computer software	Intangible assets under development
Cost		
As at April 1, 2023	518.24	122.96
Additions	168.04	79.06
Disposals/adjustments	-	(122.96)
As at March 31, 2024	686.28	79.06
Additions	324.46	378.62
Disposals/adjustments	-	(324.46)
As at March 31, 2025	1,010.74	133.22
Accumulated amortisation		
As at April 1, 2023	125.11	-
For the year	98.64	-
Disposals/adjustments	-	-
As at March 31, 2024	223.75	-
For the year	142.09	-
Disposals/adjustments	-	-
As at March 31, 2025	365.84	-
Carrying amount		
As at March 31, 2025	644.90	133.22
As at March 31, 2024	462.53	79.06

5.4 Intangible assets under development (IAUD) ageing schedule*

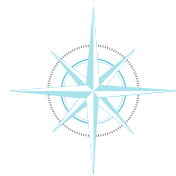
As at March 31, 2025

Particulars	Amount in IAUD as at March 31, 2025				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	133.22	-	-	-	133.22
Total	133.22	-	-	-	133.22

As at March 31, 2024

Particulars	Amount in IAUD as at March 31, 2024				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	79.06	-	-	-	79.06
Total	79.06	-	-	-	79.06

*There are no projects in IAUD as at March 31, 2025 and March 31, 2024, whose completion is overdue or cost of which has exceeded in comparison to its original plan. Further, there are no projects in IAUD which are temporarily suspended.



Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

6 Investments

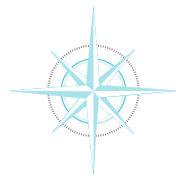
Particulars	As at March 31, 2025	As at March 31, 2024
6.1 Non-current investments		
I. Unquoted		
Investments carried at cost		
a) Investment in equity shares of subsidiaries (fully paid-up)		
ICRA Analytics Limited	2,422.33	2,371.76
9,951,458 [previous year 9,951,458] equity shares of ₹ 10` each`		
"Includes the value of stock options granted by the holding company, ICRA Limited, to employees of its subsidiaries.		
ICRA ESG Ratings Limited (formerly known as Pragati Development Consulting Services Limited)	1,100.15	1,100.15
9,845,914 (previous year 9,845,914) equity shares of ₹ 10 each fully paid up		
ICRA Lanka Limited`	256.58	256.58
5,948,900 [previous year 5,948,900] equity shares of Sri Lankan Rupee (LKR) 10 each		
ICRA Nepal Limited	63.75	63.75
367,200 [previous year 367,200] equity shares of Nepalese Rupee (NPR) 100 each		
	3,842.81	3,792.24
Impairment in value of investments (ICRA Lanka Limited)"	(256.58)	(256.58)
Total (I) (a)	3,586.23	3,535.66
<p>"During the year ended March 31, 2023, ICRA Lanka Limited had applied to the Securities and Exchange Commission, Sri Lanka ("SEC") for surrendering its credit rating license. The said application had been approved by the SEC on February 28, 2023. The management believes that the cost of investment made in ICRA Lanka Limited is not recoverable and hence, had recorded provision for impairment loss of ₹ 256.58 lakhs during the year ended March 31, 2023.</p> <p>"The Company's management has assessed 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 standalone financial statements. Basis such assessment, no additional provision is required to be made, other than the amounts already provided for in the books of account.</p>		
II. Quoted		
Investments carried at fair value through profit or loss		
a) Investment in equity instruments (other than subsidiaries) (fully paid up)		
CRISIL Limited	125.37	152.04
3,000 equity shares [previous year 3,000] of ₹ 1 each		
Total (II) (a)	125.37	152.04
b) Investment in mutual funds		
Kotak Floating Rate Fund Direct - Growth	-	11,931.40
Nil [previous year 861,231.241] units		
Bandhan Bond Fund Short Term Plan - Growth - Direct Plan	-	11,249.50
(previously IDFC Bond Fund Short Term Plan - Growth - Direct Plan)		
Nil [previous year 20,474,807.469] units		
SBI Floating Rate Debt Fund Direct Plan Growth	-	11,473.93
Nil [previous year 94,521,221.745] units		
Axis Dynamic Bond Fund - Direct - Growth	-	4,212.74
Nil [previous year 14,418,500.485] units		
Total (II) (b)	-	38,867.57
Total (II) (a+b)	125.37	39,019.61
Total non-current investments (I + II)	3,711.60	42,555.27

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

Particulars	As at March 31, 2025	As at March 31, 2024
Aggregate book value of quoted investments	125.37	39,019.61
Aggregate market value of quoted investments	125.37	39,019.61
Aggregate value of unquoted investments	3,842.81	3,792.24
Aggregate value of impairment in the value of investments	256.58	256.58
6.2 Current investments		
Quoted		
Investments carried at fair value through profit or loss		
Investment in mutual funds		
Axis Liquid Fund - Direct Growth	2,127.45	1,979.98
73,777.583 [previous year 73,777.583] units		
DSP Liquidity Fund - Direct Plan Growth	5,967.28	5,553.87
160,918.174 [previous year 160,918.174] units		
UTI Liquid Cash Plan - Direct Plan Growth	3,881.55	3,613.82
91,304.984 [previous year 91,304.984] units		
Aditya Birla Sun Life Liquid Fund	1,699.24	2,153.06
405,811.820 [previous year 552,519.347] units		
ICICI Prudential Liquid Fund	-	473.16
Nil [previous year 132,386.913] units		
UTI Money Market Fund Direct Growth	4,000.95	3,706.73
1,30,722.489 [previous year 1,30,722.489] units		
Aditya Birla Sun Life Money Manager Fund	3,496.12	3,240.53
950,885.868 [previous year 950,885.868] units		
Nippon India Money Market Fund - Direct Growth	2,397.92	2,223.04
58,174.600 [previous year 58,174.600] units		
TATA Money Market Fund- Direct Growth	5,993.27	2,728.13
127,075.164 [previous year 62,500.166] units		
Baroda BNP Paribas Liquid Fund Direct Growth	609.92	-
20,394.056 [previous year Nil] units		
Kotak Floating Rate Fund Direct - Growth	12,991.98	-
861,231.241 [previous year Nil] units		
Bandhan Bond Fund Short Term Plan - Growth - Direct Plan	12,236.15	-
(previously IDFC Bond Fund Short Term Plan - Growth - Direct Plan)		
20,474,807.469 [previous year Nil] units		
SBI Floating Rate Debt Fund Direct Plan Growth	1,267.56	-
96,46,702.924 [previous year Nil] units		
HDFC Money Market Fund- Direct Growth	5,209.52	-
91,126.147 [previous year Nil] units		
Total	61,878.91	25,672.32
Total current investments	61,878.91	25,672.32
Aggregate book value of quoted investments	61,878.91	25,672.32
Aggregate market value of quoted investments	61,878.91	25,672.32
Aggregate value of unquoted investments	-	-
Aggregate value of impairment in the value of investments	-	-



Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

7 Loans

Particulars	As at March 31, 2025	As at March 31, 2024
7.1 Non-current		
Secured, considered good		
Loans to staff	1.14	2.44
Total non-current	1.14	2.44
7.2 Current		
Secured, considered good		
Loans to staff	0.50	0.80
Total current	0.50	0.80
Total loans (Non-current + Current)	1.64	3.24

8 Other financial assets

Particulars	As at March 31, 2025	As at March 31, 2024
8.1 Non-current		
Unsecured, considered good		
Bank deposits with maturity for more than twelve months from the reporting date	2,540.00	400.14
Earnest money deposits	-	0.90
Security deposits	708.94	551.91
Total other non-current financial assets	3,248.94	952.95
8.2 Current		
Unsecured, considered good		
Earnest money deposits	6.65	7.45
Security deposits	-	17.22
Advances recoverable		
From parties other than related parties	45.21	4.74
Others		
Recoverable from related parties (refer note 38)	37.17	2.07
Recoverable from other than related parties	4.39	5.87
Total other current financial assets	93.42	37.35
Allowance for doubtful other financial assets	(6.65)	-
Total other current financial assets	86.77	37.35
Total other financial assets (Non-current + Current)	3,335.71	990.30

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

9 Income tax

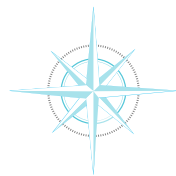
The major components of income tax for the years ended March 31, 2025 and March 31, 2024 are:

	Particulars	As at March 31, 2025	As at March 31, 2024
9.1	Income tax expense recognised in standalone statement of profit and loss		
	Current tax		
	Income tax for current year	3,241.97	2,345.05
	Tax adjustment for earlier years	-	12.41
		3,241.97	2,357.46
	Deferred tax		
	Attributable to-		
	Origination and reversal of temporary differences	834.16	10.82
		834.16	10.82
	Total tax expense recognised in the standalone statement of profit and loss	4,076.13	2,368.28
9.2	Income tax recognised in other comprehensive income		
	Remeasurements of defined benefit obligation	(5.19)	(16.44)
	Income tax charged/(credited) to other comprehensive income	(5.19)	(16.44)
9.3	Aggregate current and deferred tax charge relating to items that are charged or credited directly to equity	-	-
9.4	Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate.		
	Accounting profit before tax	18,895.51	14,684.04
	Tax using the Company's domestic tax rate 25.168% (previous year 25.168%)	4,755.62	3,695.68
	Effect of:		
	Non-deductible expenses	248.91	191.70
	Tax adjustment for earlier years	-	12.41
	Exempt income	(709.80)	(710.75)
	Income subject to different tax rates	(213.17)	(790.68)
	Effect of income offered for tax in previous year	(5.43)	(30.09)
	Total tax expense	4,076.13	2,368.28

9.5 Deferred tax assets (net)

For the year period ended March 31, 2025

Particulars	As at April 1, 2024	Recognised in profit or loss	Recognised in OCI	As at March 31, 2025
Deferred tax assets				
Lease liabilities	252.66	31.05	-	283.71
Provision for employee benefits	135.31	(3.18)	5.19	137.32
Provision for litigations	205.35	(10.33)	-	195.02
Provision for doubtful receivables	119.09	(5.14)	-	113.95
Tax losses carried forward	418.65	(92.71)	-	325.94
Others	1.76	0.05	-	1.81
Total deferred tax assets (a)	1,132.82	(80.26)	5.19	1,057.75
Deferred tax liabilities				
Property, plant and equipment (including intangible assets)	210.64	45.75	-	256.39
Investments at fair value through profit or loss	817.24	708.15	-	1,525.39
Total deferred tax liabilities (b)	1,027.88	753.90	-	1,781.78
Net deferred tax assets/ (liabilities) (a-b)	104.94	(834.16)	5.19	(724.03)



Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

For the year ended March 31, 2024

Particulars	As at April 1, 2023	Recognised in profit or loss	Recognised in OCI	As at March 31, 2024
Deferred tax assets				
Lease liabilities	325.98	(73.32)	-	252.66
Provision for employee benefits	132.77	(13.90)	16.44	135.31
Provision for litigations	-	205.35	-	205.35
Provision for doubtful receivables	106.36	12.73	-	119.09
Tax losses carried forward	110.38	308.27	-	418.65
Others	-	1.76	-	1.76
Total deferred tax assets (a)	675.49	440.89	16.44	1,132.82
Deferred tax liabilities				
Property, plant and equipment (including intangible assets)	271.39	(60.75)	-	210.64
Investments at fair value through profit or loss	304.78	512.46	-	817.24
Total deferred tax liabilities (b)	576.17	451.71	-	1,027.88
Net deferred tax assets/ (liabilities) (a-b)	99.32	(10.82)	16.44	104.94

9.6 Unrecognised deferred tax assets

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.

Particulars	As at March 31, 2025	As at March 31, 2024
Capital losses	-	2,101.74
Impairment loss on investments*	256.58	256.58
Total	256.58	2,358.32
Unrecognised tax effect	36.69	539.58

*The deductible temporary difference does not expire under current tax legislation.

9.7 Expiry period of unutilised tax losses

Financial Year 2031-32	-	2,101.74
Total	-	2,101.74

10 Non-current tax assets

Particulars	As at March 31, 2025	As at March 31, 2024
Advance income tax	2,463.15	2,153.00
(Net of provision of ₹ 35,581.60 lakhs [March 31, 2024: ₹ 34,360.53 lakhs])		
Total non-current tax assets	2,463.15	2,153.00

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

11 Other assets

Particulars	As at March 31, 2025	As at March 31, 2024
11.1 Other non-current assets		
Unsecured, considered good		
Prepayments	27.46	44.76
Total other non-current assets	27.46	44.76
11.2 Other current assets		
Advance paid to gratuity trust	306.05	248.51
Prepayments	658.13	687.80
Balance with government authorities	149.78	125.72
Projects work-in-progress	-	112.20
Total other current assets	1,113.96	1,174.23
Total other assets (Non-current + Current)	1,141.42	1,218.99

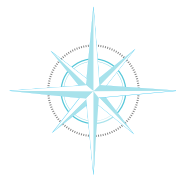
12 Trade receivables

Particulars	As at March 31, 2025	As at March 31, 2024
Trade receivables considered good - Unsecured	2,737.56	2,381.69
Trade receivables - credit impaired	353.76	400.90
	3,091.32	2,782.59
Less: Provision for doubtful receivables	(446.10)	(473.20)
Total trade receivables	2,645.22	2,309.39
Of the above, trade receivables from related parties are as below:		
Trade receivables due from related parties (refer note 38)	12.83	15.95
Less: Provision for doubtful receivables	-	-
Net trade receivables	12.83	15.95

12.1 Trade receivables ageing schedule

As at March 31, 2025

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment					Total
			Less than 6 Months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed trade receivables – considered good	-	-	2,600.13	70.79	17.04	-	-	2,687.96
Undisputed trade receivables – which have significant increase in credit risk	-	-	15.40	26.76	7.21	0.23	-	49.60
Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-	-
Disputed trade receivables - considered good	-	-	-	-	-	-	-	-
Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
Disputed trade receivables – credit impaired	-	-	-	-	-	-	353.76	353.76
Total	-	-	2,615.53	97.55	24.25	0.23	353.76	3,091.32
Less: Loss allowance								(446.10)
Total								2,645.22



Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

As at March 31, 2024

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment					Total
			Less than 6 Months	6 months – 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed trade receivables – considered good	2.67	-	2,323.06	-	1.63	-	-	2,327.36
Undisputed trade receivables – which have significant increase in credit risk	-	-	24.55	19.82	9.96	-	-	54.33
Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-	-
Disputed trade receivables - considered good	-	-	-	-	-	-	-	-
Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
Disputed trade receivables – credit impaired	-	-	-	-	-	-	400.90	400.90
Total	2.67	-	2,347.61	19.82	11.59	-	400.90	2,782.59
Less: Loss allowance								(473.20)
Total								2,309.39

13 Cash and cash equivalents

Particulars	As at March 31, 2025	As at March 31, 2024
Balances with banks		
In current accounts	477.15	218.07
Cash on hand	0.35	0.42
Total cash and cash equivalents	477.50	218.49

14 Bank balances other than cash and cash equivalents

Particulars	As at March 31, 2025	As at March 31, 2024
Balances with banks		
In deposit accounts with maturity of more than three months but less than twelve months from the reporting date	16,790.09	9,234.81
Earmarked balances with banks		
In unpaid dividend account	13.06	13.30
Deposits with maturity of more than three months but less than twelve months from the reporting date earmarked against bank guarantees	74.75	70.35
Total bank balances other than cash and cash equivalents	16,877.90	9,318.46

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

15 Equity share capital

Particulars	As at March 31, 2025	As at March 31, 2024
Authorised share capital		
15,000,000 (previous year 15,000,000) equity shares of ₹ 10 each	1,500.00	1,500.00
	1,500.00	1,500.00
Issued, subscribed and paid up share capital		
9,651,231 (previous year 9,651,231) equity shares of ₹ 10 each fully paid up	965.12	965.12
	965.12	965.12

15.1 Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting period

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of shares	Amount	Number of shares	Amount
Equity shares				
At the commencement of the year	9,651,231	965.12	9,651,231	965.12
Changes during the year	-	-	-	-
At the end of the year	9,651,231	965.12	9,651,231	965.12

15.2 Rights, preferences and restrictions attached to equity shares

The Company has one class of equity shares having a par value of ₹ 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.

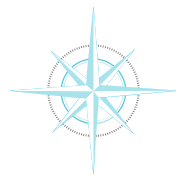
15.3 Shares held by subsidiaries of the ultimate holding company

Particulars	As at March 31, 2025	As at March 31, 2024
Equity shares of ₹ 10 each fully paid-up		
Moody's Investment Company India Private Limited		
Number of shares	3,055,900	3,055,900
% of total shares	31.66%	31.66%
Moody's Singapore Pte Limited		
Number of shares	1,949,722	1,949,722
% of total shares	20.20%	20.20%

15.4 Promoter Shareholding

Shares held by promoters as at March 31, 2025

Promoter Name	No. of shares	% of Total Shares	% Change during the year
Moody's Investment Company India Private Limited	3,055,900	31.66%	-
Moody's Singapore Pte Limited	1,949,722	20.20%	-



Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

Shares held by promoters as at March 31, 2024

Promoter Name	No. of shares	% of Total Shares	% Change during the year
Moody's Investment Company India Private Limited	3,055,900	31.66%	-
Moody's Singapore Pte Limited	1,949,722	20.20%	-

15.5 Details of shareholders holding more than 5% shares in the Company

Particulars	As at March 31, 2025	As at March 31, 2024
Equity shares of ₹ 10 each fully paid-up		
Moody's Investment Company India Private Limited		
Number of shares	3,055,900	3,055,900
% of total shares	31.66%	31.66%
Moody's Singapore Pte Limited		
Number of shares	1,949,722	1,949,722
% of total shares	20.20%	20.20%
Aditya Birla Sun Life Trustee Private Limited*		
Number of shares	-	544,836
% of total shares	-	5.65%
Pari Washington India Master Fund, Ltd.		
Number of shares	671,187	703,664
% of total shares	6.95%	7.29%

*Less than 5% in current year.

15.6 Other information

- The Company has not issued any shares for consideration other than cash during the period of five years immediately preceding the reporting date.
- The Company has not issued any bonus shares during the period of five years immediately preceding the reporting date.
- The Company has not bought back any shares during period of five years immediately preceding the reporting date.

16 Other equity

Particulars	As at March 31, 2025	As at March 31, 2024
Capital reserve (refer note 35)	3,167.91	2,398.04
Capital redemption reserve	34.88	34.88
Employees' stock options outstanding	455.17	150.72
General reserve	7,868.79	7,802.44
Retained earnings	68,125.05	62,956.90
Other comprehensive income/(loss)	(180.11)	(164.66)
Total other equity	79,471.69	73,178.32

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

Nature of reserves:

(a) Capital reserve

Capital reserves represents amount of long term incentive plan ('LTIP') funded by ICRA Employees Welfare Trust ("ESOP Trust") to the employees of the Company. (refer note 35).

(b) Capital redemption reserve

The Company has bought back equity shares and as per the provisions of the Companies Act, 2013, has created capital redemption reserve.

(c) Employees' stock options outstanding

Employees' stock options outstanding represents the fair value of equity-settled, share-based payment transactions with certain categories of employees of the Company. (refer note 36).

(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 standalone statement of profit and loss.

(e) Retained earnings

This reserve represents undistributed accumulated earnings of the Company as on the balance sheet date.

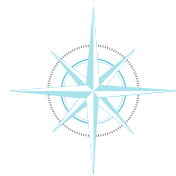
(f) Other comprehensive income/(loss)

Other comprehensive income/(loss) comprises remeasurement of defined benefit plans, which represents the following as per Ind AS 19, Employee Benefits:

- (a) actuarial gains and losses
- (b) the return on plan assets, excluding amounts included in net interest on the net defined benefit liability (asset); and
- (c) any change in the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability (asset).

17 Financial liabilities

	Particulars	As at March 31, 2025	As at March 31, 2024
17.1	Non-current financial liabilities		
	Lease liabilities (refer note 44)	707.12	684.70
	Total non-current financial liabilities	707.12	684.70
17.2	Current financial liabilities		
	Lease liabilities (refer note 44)	420.16	319.21
17.3	Other current financial liabilities		
	Unpaid dividend	13.06	13.30
	Capital creditors	-	10.89
	Payable to employees	2,891.43	2,933.99
	Other liabilities	1,093.63	37.00
	Total other current financial liabilities	3,998.12	2,995.18
	Total current financial liabilities	4,418.28	3,314.39
	Total financial liabilities (Non-current + Current)	5,125.40	3,999.09



Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

18 Provisions

Particulars	As at March 31, 2025	As at March 31, 2024
18.1 Non-current provisions		
Provision for employee benefits		
Provision for compensated absences	98.73	93.15
Total non-current provisions	98.73	93.15
18.2 Current provisions		
Provision for employee benefits		
Provision for compensated absences	147.54	139.96
Other employee benefits	-	299.36
Others		
Provision for pending litigations {refer note 29(a) and 45}	-	815.90
Provision for service tax (refer note 45)	-	15.91
Total current provisions	147.54	1,271.13
Total provisions (Non-current + Current)	246.27	1,364.28

19 Other liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Current		
Unearned revenue (refer note 43)	6,311.59	5,309.82
Advance from customers	853.06	830.82
Statutory dues	1,014.20	794.00
Total other current liabilities	8,178.85	6,934.64

20 Trade payables

Particulars	As at March 31, 2025	As at March 31, 2024
(A) Total outstanding dues of micro and small enterprises: and	51.77	29.31
(B) Total outstanding dues of creditors other than micro and small enterprises*	440.08	478.02
Total trade payables	491.85	507.33

*Includes dues from related parties (Refer note 38)

20.1 Trade payables ageing schedule

As at March 31, 2025

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total outstanding dues of micro and small enterprises	-	-	51.77	-	-	-	51.77
Total outstanding dues of creditors other than micro and small enterprises	360.27	-	79.81	-	-	-	440.08
Disputed dues of micro and small enterprises	-	-	-	-	-	-	-
Disputed dues of creditors other than micro and small enterprises	-	-	-	-	-	-	-
Total	360.27	-	131.58	-	-	-	491.85

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

As at March 31, 2024

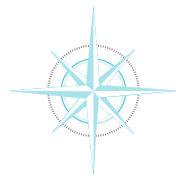
Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total outstanding dues of micro and small enterprises	-	-	29.31	-	-	-	29.31
Total outstanding dues of creditors other than micro and small enterprises	366.66	-	100.60	10.76	-	-	478.02
Disputed dues of micro and small enterprises	-	-	-	-	-	-	-
Disputed dues of creditors other than micro and small enterprises	-	-	-	-	-	-	-
Total	366.66	-	129.91	10.76	-	-	507.33

20.2 Disclosures relating to dues to Micro and Small Enterprises as defined under Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act"), to the extent information available with the Company.

Particulars	As at March 31, 2025	As at March 31, 2024
The principal amount remaining unpaid to any supplier at the year end	51.77	29.31
The amount of interest due on the amount remaining unpaid to any supplier 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 Act	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
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	-	-

21 Current tax liabilities (net)

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for income tax	93.97	0.33
(Net of advance tax of ₹ 4,723.67 lakhs [previous year ₹ 1,829.56 lakhs])		
Total current tax liabilities (net)	93.97	0.33



Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

22 Revenue from operations

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Sale of services		
Rating, research and other services fees (Refer note 43)	28,525.64	24,896.79
Total sale of services	28,525.64	24,896.79
Other operating revenues		
Advances received from customers written back	72.84	151.32
Royalty (Refer note 38)	46.09	39.15
Others	28.07	36.75
Total other operating revenues	147.00	227.22
Total revenue from operations	28,672.64	25,124.01

23 Other income

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest income under the effective interest method on:		
- Fixed deposits	1,170.20	857.95
- Investments carried at amortised cost	-	21.23
- Security deposits carried at amortised cost	62.86	52.16
Interest income on:		
- Income tax refund	28.92	-
- Others	0.11	0.17
Dividend from subsidiary company	2,818.49	2,822.53
Gain on financial assets carried at FVTPL (net)	4,273.26	4,261.54
Gain on sale of financial assets carried at FVTPL (net)	389.93	230.21
Rental income	174.96	14.16
Profit on sale of property, plant and equipment (net)	-	0.25
Profit on termination of right-of-use assets	-	59.12
Income from shared services	1,284.14	728.12
Miscellaneous income	2.32	48.99
Total other income	10,205.19	9,096.43

24 Employee benefit expenses

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Salaries, wages and bonus	13,763.11	13,550.41
Contribution to provident and other funds (Refer note 34)	512.11	502.99
Share based payment to employees	320.22	150.72
Staff welfare expense	361.64	316.93
Total employee benefits expense	14,957.08	14,521.05

25 Finance costs

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest on lease liabilities (Refer note 44)	112.00	120.33
Other interest costs	60.00	256.36
Total finance costs	172.00	376.69

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

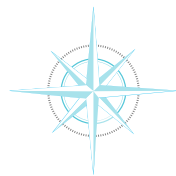
(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

26 Depreciation and amortisation expense

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Depreciation on property, plant and equipment	229.65	322.19
Depreciation on right-of-use assets	420.16	378.34
Amortisation on intangible assets	142.09	98.64
Total depreciation and amortisation expense	791.90	799.17

27 Other expenses

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Electricity and water	55.30	65.72
Rent (Refer note 44)	79.00	44.66
Repairs and maintenance:		
- Building	115.10	109.24
- Others	266.53	260.55
Software licence and maintenance expenses	794.61	600.94
Insurance	43.62	39.87
Rates and taxes	74.34	57.15
Communication expenses	228.37	210.21
Printing and stationery	28.17	23.98
Books and periodicals	107.23	146.42
Travelling and conveyance	314.29	234.06
Directors' sitting fees	37.50	39.00
Remuneration to non-executive directors	66.56	65.00
Legal and professional charges	1,324.41	1,463.58
Conference and meeting	78.35	18.68
Advertisement expenses	6.94	2.71
Auditor's remuneration and expenses (Refer note 37)	53.60	64.78
Technical services	8.56	11.34
Loss allowance (including bad debts/ advances written off)	127.33	139.70
Corporate social responsibility (Refer note 30)	153.67	145.48
Fees and subscription	17.33	16.11
Recruitment expenses	75.59	74.36
Loss on sale/ write off of property, plant and equipment (net)	0.59	-
Miscellaneous expenses	4.35	5.95
Total other expenses	4,061.34	3,839.49



Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

28 Contingent liabilities and commitments

Claims against the Company and not acknowledged as debt

Particulars	As at March 31, 2025	As at March 31, 2024
Income tax [#]	80.57	278.20
Goods and services tax [#]	40.75	16.34
Provident fund	-	12.09
Total	121.32	306.63

[#]Includes interest amount till the order issued by the department .

[#]The Company is contesting the demands and the management believes 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.

Additionally, It is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the pending resolution of the respective proceedings as it is determinable only on receipt of judgements/ decisions pending with various forums/ authorities. The Company does not expect any reimbursements in respect of the contingent liabilities.

29 Other matters

- During the previous year, ICRA Limited ('Company') received an arbitral award in a case brought by an ex-employee against the Company. In April 2025, the Company entered into a voluntary settlement agreement with the ex-employee, resolving the matter on mutually agreed terms.
- The Securities and Exchange Board of India ("SEBI") had enhanced the penalty amount from ₹ 25 lakhs to ₹ 1 crore during the quarter ended September 30, 2020 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 had deposited the enhanced penalty amount under protest and had filed an appeal with the Securities Appellate Tribunal contesting the said order. The said appeal is under review.

30 Corporate social responsibility expenditure

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
a) Amount required to be spent by the Company during the year	150.75	145.35
b) Amount spent during the year		
i) Construction/acquisition of any asset	-	-
ii) On purposes other than (i) above	153.67	145.48
Total	153.67	145.48
c) (Excess)/shortfall for the year	(2.92)	(0.13)
d) Total of previous year shortfall/(excess)	-	-
e) Details of related party transactions	Not applicable	Not applicable
f) Where a provision is been made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the period/year should be shown separately.	-	-
g) Nature of CSR activities	Education of underprivileged women, youth and children with an objective to empower them with employment skills and create livelihood opportunities	
h) Reason for shortfall	Not applicable	Not applicable

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

31 Earnings per share

a) Basic earnings per share

Basic earnings per share is calculated by dividing the profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The calculations of profit attributable to equity shareholders, 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, 2025	For the year ended March 31, 2024
(i) Profit attributable to the equity shareholders		
Profit for the year, attributable to the equity shareholders	14,819.38	12,315.76
(ii) Weighted average number of equity shares		
Opening balance	9,651,231	9,651,231
Shares held by ESOP Trust	(30,683)	(31,950)
Number of equity shares for the year	9,620,548	9,619,281
Weighted average number of equity shares for the year	9,619,991	9,619,281
(iii) Basic earnings per share (face value ₹ 10 per share) [(i)/(ii)]	154.05	128.03

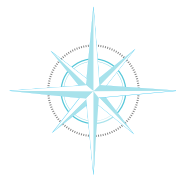
b) Diluted earnings per share

Diluted earnings per share is calculated by dividing the profit attributable to equity shareholders after adjustment of 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 shareholders, 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, 2025	For the year ended March 31, 2024
(i) Profit attributable to the equity shareholders (diluted)		
Profit for the year, attributable to the equity shareholders (diluted)	14,819.38	12,315.76
(ii) Weighted average number of equity shares (diluted)		
Weighted average number of equity shares in calculating basic EPS	9,619,991	9,619,281
Effect of dilution:		
Potential equity shares on exercise of options	12,408	4,727
Weighted average number of equity shares for the year in calculating diluted EPS	9,632,399	9,624,008
(iii) Diluted earnings per share (face value ₹ 10 per share) [(i)/(ii)]	153.85	127.97

32 Dividend on equity shares

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Dividend on equity shares declared and paid during the year		
Final dividend of ₹ 100 per share for financial year 2023-24 (₹ 130 per share for financial year 2022-23)	9,651.23	12,546.60
	9,651.23	12,546.60
Proposed dividend on equity shares not recognized as liability		
Final dividend of ₹ 60 per share for financial year 2024-25 (₹ 100 per share for financial year 2023-24)	5,790.74	9,651.23
	5,790.74	9,651.23



Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

33 Remittance by the Company in foreign currency for dividend

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Dividend remitted	1,949.72	2,534.64
Number of non resident shareholders	1	1
Number of shares held	1,949,722	1,949,722
Financial year to which proposed dividend relates	2023-24	2022-23

34 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, which are the defined contribution plans. The Company has no obligations other than to make the specified contributions. The contributions are charged to the standalone statement of profit and loss as they accrue. The amount recognized as an expense towards contribution to these schemes aggregate to ₹ 512.11 lakhs for the year ended March 31, 2025 (previous year ₹ 502.99 lakhs) and is included in "Employee benefits expense".

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 service 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 employees.

The defined benefit plan for gratuity is administered by a gratuity fund trust that is legally separate from the Company. The trustees of the gratuity fund comprises three 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 exposes the Company to actuarial risks, such as interest rate risk and market (investment) risk.

(i) Reconciliation of the net defined benefit liability/ (asset)

Particulars	As at March 31, 2025	As at March 31, 2024
Changes in the present value of the defined benefit obligations		
Defined benefit obligations at the beginning of the year	1,134.68	1,074.14
Current service cost	105.41	99.21
Interest expense/ (income)	72.74	70.72
Benefits directly paid by the Company	(125.06)	(156.29)
- changes in financial assumptions	23.64	13.96
- experience adjustments	9.55	56.05
Liability transferred (to)/from group company	(35.83)	(23.11)
Defined benefit obligations at the end of the year	1,185.13	1,134.68
Changes in the fair value of plan assets		
Fair value of plan assets at the beginning of the year	1,383.19	1,287.12
Interest income on plan assets	95.44	91.39
Actuarial gain/(loss) on plan assets	12.55	4.68
Fair value of plan assets at the end of the year	1,491.18	1,383.19
Net defined benefit liability/ (asset)		
- Current	(306.05)	(248.51)

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

(ii) Expense recognised during the year

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Expense recognised in the standalone statement of profit and loss		
Current service cost	105.41	99.21
Net interest expense/ (income)	(22.70)	(20.67)
	82.71	78.54
Remeasurement (gain)/loss recognised in other comprehensive income		
Actuarial (gain)/ loss on defined benefit obligation	33.19	70.01
Actuarial (gain)/ loss on plan assets	(12.55)	(4.68)
	20.64	65.33

(iii) Plan assets comprise of the following:

Particulars	As at March 31, 2025	As at March 31, 2024
Kotak Group Bond Fund	1,005.87	929.37
Kotak Assured Return Employee Benefit Plan	485.31	453.82
Total	1,491.18	1,383.19

(iv) Actuarial assumptions

Principal actuarial assumptions at the reporting date are as under:

Particulars	As at March 31, 2025	As at March 31, 2024
Discount rate (p.a.)	6.50%	6.90%
Future salary escalation rate (p.a.)		
- For first five years	10.00%	10.00%
- Thereafter	7.00%	7.00%
Withdrawal rate (p.a.)	20.00%	20.00%
Retirement age (years)	60	60
Mortality rate	Indian Assured Lives Mortality (2006-08) Ult.	

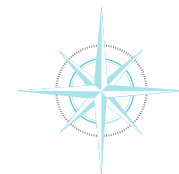
The estimates of future salary escalation rate, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market. Assumptions regarding future mortality are based on the published statistics and mortality tables.

As at March 31, 2025, the weighted-average duration of the defined benefit obligation was 4 years (March 31, 2024: 4 years).

(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, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Assumptions				
Discount rate	0.5% Increase	0.5% Increase	(22.20)	(20.67)
	0.5% Decrease	0.5% Decrease	23.11	21.50
Future salary escalation rate	0.5% Increase	0.5% Increase	12.51	11.76
	0.5% Decrease	0.5% Decrease	(12.43)	(11.76)
Withdrawal rate	5% Increase	5% Increase	1.12	3.18
	5% Decrease	5% Decrease	(8.12)	(13.80)



Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

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, 2025	As at March 31, 2024
Within one year	253.08	249.16
Later than one year but not later than five years	872.87	837.44
Later than five years	768.27	734.27

- 35** 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 ₹ 769.87 lakhs (previous year ₹ 613.85 lakhs) has been recognized and correspondingly, accounted as an adjustment to the capital reserve of the Company.

36 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.

During the current year ended March 31, 2025, the Company has granted to the eligible employees of the Company. The key terms and conditions related to the grants under these plans are as follows; all options are to be settled by the delivery of shares.

Grant date	No. of options granted	Vesting period	Exercise price (₹)	Fair value of option at grant date (₹)
1-Jul-23	6,729	Year 1: 33%	10	5,237.05
1-Jul-24	8,921	Year 2: 33%	10	5,487.33
		Year 3: 34%		

The fair value of the options has been measured using the Black-Scholes Option Pricing Model. The inputs used in the measurement of the fair values at grant date were as follows.

Grant date	Expected life (in years)	Volatility (%)	Risk free rate (%)	Dividend yield (%)	Market price (₹)	Fair value (₹)
1-Jul-23	2.50 - 4.51	30.77 - 32.60	6.89 - 6.94	0.52	5,341.65	5,237.050
1-Jul-24	2.50 - 4.50	25.40 - 31.02	6.86 - 6.90	1.71	5,834.55	5,487.338

The following table illustrates the number and weighted average exercise prices of, and movements in, share options are as under:

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

36.1 Reconciliation of outstanding share options:

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of options	Weighted average exercise price (₹)	No. of options	Weighted average exercise price (₹)
Outstanding at the beginning of the year	6,302	-	-	-
Granted during the year	8,921	10	6,729	10
Forfeited during the year*	(801)	10	(220)	10
Exercised during the year	(1,147)	10	-	-
Expired/lapsed during the year	-	-	-	-
Options transferred from Holding Company on account of transfer of employees	-	-	(207)	10
Outstanding at the end of the year	13,275	10	6,302	10
Exercisable at the end of the year	4,978	-	-	-

*employees left during the year

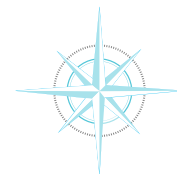
The weighted average remaining contractual life of options is 2.37 years (previous year: 2.76 years).

During the current year ended March 31, 2025, an amount of ₹ 320.22 lakhs (previous year ₹ 150.72) has been charged to the statement of profit and loss against the options granted during the current year as "Share based payment to employees" in accordance with the above mentioned ESOS Scheme. (Refer note 24).

37 Remuneration to auditor (excluding goods and service tax)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Audit fees	28.00	32.88
Limited review fees	17.93	17.73
Tax audit fees	3.00	6.74
Other certification services fees	0.30	1.15
Reimbursement of expenses	4.37	6.28
Total*	53.60	64.78

*includes ₹ 6.88 lacs paid to predecessor auditors.



Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

38 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 Analytics Limited

D2K Technologies India Private Limited

(w.e.f. November 10, 2023)

ICRA Nepal Limited

ICRA Lanka Limited

ICRA ESG Ratings Limited (Formerly known as "Pragati Development Consulting Services Limited ("PDCSL"))

ii) Trusts

ICRA Employees Welfare Trust

ICRA Limited Employees Group Gratuity Scheme

ICRA India Limited Employees Provident Fund Trust

iii) Fellow subsidiaries

Moody's Investors Service India Private Limited

Moody's Investors Service Inc.

MIS Quality Management Corp.

Moody's Investors Service Singapore Pte Limited

Moody's Investors Service Hong Kong Limited

Moody's Analytics Inc

Moody's Analytics Singapore Pte. Ltd.

Moody's Analytics UK Ltd

iv) Others

Caspian Impact Investments Pvt. Ltd

(upto November, 2024)

TVS Industrial & Logistics Parks Private Limited

(w.e.f. August , 2024)

c) Key management personnel

Mr. Ramnath Krishnan

Managing Director & Group C.E.O.

Mr. Venkatesh Viswanathan

Group CFO

Mr. Amit Kumar Gupta

General Counsel

Mr. S. Shakeb Rahman

Company Secretary

Independent directors

Mr. Palamadai Sundararajan Jayakumar

(w.e.f. November 1, 2024)

Mr. Pradip Manilal Kanakia

(w.e.f. November 1, 2024)

Ms. Anuranjita Kumar

(w.e.f. December 1, 2024)

Mr. Arun Duggal

(upto November 10, 2024)

Ms. Ranjana Agarwal

(upto November 10, 2024)

Ms. Radhika Vijay Haribhakti

(upto December 3, 2024)

Non-executive and non-independent directors

Ms. Wendy Huay Huay Cheong

Mr. Stephen Arthur Long

Ms. Shivani Priya Mohini Kak

Mr. Michael Foley

(upto July 31, 2024)

Mr. Brian Joseph Cahill

(w.e.f. August 1, 2024)

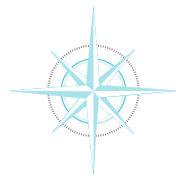
Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

B. Transactions and balances with related parties

	Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	As at March 31, 2025	As at March 31, 2024
a)	Related parties where control exists:				
(i)	Ultimate Holding Company				
1	Moody's Corporation				
	Technical services received	1.37	3.00	-	-
	Trade payables	-	-	1.16	6.33
(ii)	Companies having substantial interest				
1	Moody's Investment Company India Private Limited				
	Dividend paid by the Company	3,055.90	3,972.67	-	-
2	Moody's Singapore Pte Limited				
	Dividend paid by the Company	1,949.72	2,534.64	-	-
b)	Related parties with whom transactions have taken place during the year				
(i)	Subsidiaries including step-down subsidiaries				
1	ICRA Analytics Limited				
	Purchase consideration towards acquisition of shares of ICRA ESG	-	106.15	-	-
	Dividend income	2,686.89	2,686.89	-	-
	Professional services received - Legal and professional charges	227.93	174.83	-	-
	Software expenses	2.92	-	-	-
	Professional services provided - Research services	14.65	2.96	-	-
	Professional services provided - Other income	1,061.11	728.12	-	-
	Investment (refer note 6.1)	50.57	-	50.57	-
	Rental income	147.02	11.38	-	-
	Rental expenses	23.09	-	-	-
	Royalty income	5.00	5.00	-	-
	Reimbursement of expenses received/ receivable	11.22	17.44	-	-
	Reimbursement of expenses paid/ payable	98.39	26.68	-	-
	Prepayments - current	-	-	2.08	-
	Other current liabilities - unearned revenue	-	-	26.09	-
	Other financial assets - recoverable from related parties	-	-	0.86	-
	Trade receivables	-	-	-	2.67
2	D2K Technologies India Private Limited				
	Professional services received - Legal and professional charges	72.52	13.00	-	-
	Royalty income	4.62	-	-	-
	Reimbursement of expenses received/ receivable	5.41	-	-	-
	Trade payables	-	-	10.88	13.00
3	ICRA Nepal Limited				
	Royalty income	36.47	34.15	-	-
	Dividend income	131.60	135.64	-	-
	Trade receivables	-	-	12.83	13.28



Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

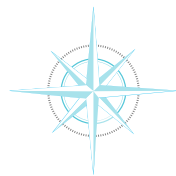
	Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	As at March 31, 2025	As at March 31, 2024
4	ICRA ESG Ratings Limited (Formerly known as "Pragati Development Consulting Services Limited ("PDCSL"))				
	Investment in equity shares	-	994.00	-	-
	Professional services provided - Other income	223.03	-	-	-
	Professional services received - Legal and professional charges	0.51	-	-	-
	Rental income	18.55	0.78	-	-
	Reimbursement of expenses received/ receivable	24.71	1.12	25.51	-
	Other financial assets - recoverable from related parties	-	-	3.89	1.70
(ii)	Trusts				
1	ICRA Employees Welfare Trust				
	Dividend paid by the Company	31.95	41.54	-	-
	Capital reserve	769.87	649.85	3,167.91	2,398.04
	TDS reimbursement for LTIP grant	187.09	146.80	-	-
2	ICRA Limited Employees Group Gratuity Scheme				
	Other financial assets - Advance paid to gratuity trust	-	-	306.05	248.51
3	ICRA India Limited Employees Provident Fund Trust				
	Amount received on closure of Trust	-	17.83	-	-
(iii)	Fellow subsidiaries				
1	Moody's Investors Service India Private Limited				
	Rental income	3.98	2.00	-	-
	Reimbursement of expenses received/ receivable	-	1.00	-	-
	Other financial assets - recoverable from related parties	-	-	0.36	0.37
2	MIS Quality Management Corp.				
	Trademark license fees	8.56	8.34	-	-
	Trade payables	-	-	8.00	7.79
3	Moody's Investors Service Singapore Pte Limited				
	Reimbursement of expenses received/ receivable	32.06	32.44	-	-
	Other financial assets - recoverable from related parties	-	-	32.06	-
4	Moody's Investors Service Hong Kong Limited				
	Reimbursement of expenses paid/ payable	4.10	-	-	-
	Trade payables	-	-	-	1.50
5	Moody's Analytics Inc				
	Trade payable	-	-	0.40	0.90
6	Moody's Analytics Singapore Pte. Ltd.				
	Software expenses	23.24	10.44	-	-
	Reimbursement of expenses paid/ payable	-	1.62	-	-
	Other current assets - Prepayments	-	-	9.01	5.22
	Trade payable	-	-	-	2.39

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

	Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	As at March 31, 2025	As at March 31, 2024
7	Moody's Analytics UK Ltd				
	Trade payables	-	-	1.45	1.49
(iv)	Others				
	Caspian Impact Investments Pvt. Ltd	2.25	5.43	-	-
	TVS Industrial & Logistics Parks Private Limited	1.81	-	-	-
c)	Key management personnel				
1	Mr. Ramnath Krishnan				
	Short term benefits	474.52	523.82	-	-
	Post-employment benefits	18.82	28.37	-	-
	Other long-term benefits	57.60	53.70	-	-
	Employees stock options outstanding	47.28	26.45	-	-
	Reimbursement of expenses	0.69	1.80	-	-
	Current provisions - other employee benefits	-	-	137.43	208.78
	Other long-term employee benefits payable*	-	-	70.59	53.28
2	Mr. Venkatesh Viswanathan				
	Short term benefits	177.95	178.76	-	-
	Post-employment benefits	9.49	7.51	-	-
	Other long-term benefits	19.68	9.57	-	-
	Employees stock options outstanding	9.47	-	-	-
	Reimbursement of expenses	0.55	0.36	-	-
	Current provisions - other employee benefits	-	-	51.75	52.57
	Other long-term employee benefits payable*	-	-	17.64	8.78
3	Mr. Amit Kumar Gupta				
	Short term benefits	168.91	161.69	-	-
	Post-employment benefits	6.86	6.43	-	-
	Other long-term benefits	23.60	21.50	-	-
	Employees stock options outstanding	17.35	9.34	-	-
	Reimbursement of expenses	0.18	0.20	-	-
	Current provisions - other employee benefits	-	-	43.05	44.07
	Other long-term employee benefits payable*	-	-	25.55	19.41



Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

	Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	As at March 31, 2025	As at March 31, 2024
4	Mr. S. Shakeb Rahman				
	Short term benefits	46.67	53.74	-	-
	Post-employment benefits	3.64	4.57	-	-
	Other long-term benefits	7.50	5.37	-	-
	Employees stock options outstanding	1.43	0.70	-	-
	Dividend paid by the Company	0.30	0.39	-	-
	Current Provisions - other employee benefits	-	-	11.17	22.04
	Other long-term employee benefits payable*	-	-	7.74	4.22
5	Mr. Arun Duggal				
	Remuneration to non-executive directors	15.34	25.00	-	-
	Sitting fees	9.00	12.00	-	-
	Reimbursement of expenses	15.29	26.19	-	-
	Trade payables	-	-	13.81	23.85
6	Ms. Ranjana Agarwal				
	Remuneration to non-executive directors	12.27	20.00	-	-
	Sitting fees	9.75	14.25	-	-
	Trade payables	-	-	11.05	19.35
7	Ms. Radhika Vijay Haribhakti				
	Remuneration to non-executive directors	13.53	20.00	-	-
	Sitting fees	8.25	12.75	-	-
	Trade payables	-	-	12.18	19.35
8	Mr. Palamadai Sundararajan Jayakumar				
	Remuneration to non-executive directors	10.42	-	-	-
	Sitting fees	3.75	-	-	-
	Trade payables	-	-	9.38	-
9	Ms. Anuranjita Kumar				
	Remuneration to non-executive directors	6.67	-	-	-
	Sitting fees	2.25	-	-	-
	Trade payables	-	-	4.59	-
10	Mr. Pradip Manilal Kanakia				
	Remuneration to non-executive directors	8.33	-	-	-
	Sitting fees	4.50	-	-	-
	Trade payables	-	-	7.50	-

*to be paid by ICRA Employees Welfare Trust

39 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.

The Company does not derive revenue from any customers which amount to 10% or more of the entity's revenues.

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

40 Financial instruments

40.1 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, 2025 and March 31, 2024:

a) Fair value of financial assets

Particulars	Carrying values		Fair values	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Financial assets measured at fair value through profit or loss				
Investment in equity shares	125.37	152.04	125.37	152.04
Investment in mutual funds	61,878.91	64,539.89	61,878.91	64,539.89
Total (A)	62,004.28	64,691.93	62,004.28	64,691.93
Financial assets measured at amortised cost				
Loans	1.64	3.24	1.64	3.24
Trade receivables	2,645.22	2,309.39	2,645.22	2,309.39
Cash and cash equivalents	477.50	218.49	477.50	218.49
Other bank balances	16,877.90	9,318.46	16,877.90	9,318.46
Other financial assets	3,335.71	990.30	3,335.71	990.30
Total (B)	23,337.97	12,839.88	23,337.97	12,839.88
Financial assets measured at cost				
Investment in subsidiaries	3,586.23	3,535.66	3,586.23	3,535.66
Total (C)	3,586.23	3,535.66	3,586.23	3,535.66
Total (A+B+C)	88,928.48	81,067.47	88,928.48	81,067.47

b) Fair value of financial liabilities

Particulars	Carrying values		Fair values	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Financial liabilities measured at amortised cost				
Lease liabilities	1,127.28	1,003.91	1,127.28	1,003.91
Trade payables	491.85	507.33	491.85	507.33
Others financial liabilities	3,998.12	2,995.18	3,998.12	2,995.18
Total	5,617.25	4,506.42	5,617.25	4,506.42

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) respectively at the reporting date.
- For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.



Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

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 and are valued at level 3.

40.2 Fair value hierarchy

All financial instruments for which fair value is recognized or disclosed are categorized 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:

Quantitative disclosures fair value measurement hierarchy for financial assets and liabilities as at March 31, 2025

Particulars	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value through profit or loss				
Investment in equity shares	125.37	-	-	125.37
Investment in mutual funds	61,878.91	-	-	61,878.91
Total	62,004.28	-	-	62,004.28

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, 2024

Particulars	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value through profit or loss				
Investment in equity shares	152.04	-	-	152.04
Investment in mutual funds	64,539.89	-	-	64,539.89
Total	64,691.93	-	-	64,691.93

There have been no transfers between Level 1 and Level 2 during the period.

40.3 Financial risk management

The Company's principal financial liabilities comprises of trade and other payables, employee liabilities, payable for fixed assets and payable to related parties. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations. The Company's principal financial assets includes investments, loans, trade receivables, cash and cash equivalents and other bank balances.

The Company is exposed to various risks in relation to financial instruments. The Company's financial assets and liabilities are summarised in note 40.1. The main types of financial risks are market risk (price risk), credit risk and liquidity risk. The Company's senior management oversees the management of these risks.

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

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 40.1. 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 ₹ 620.04 lakhs and ₹ 646.92 lakhs for the year ended March 31, 2025 and March 31, 2024 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.

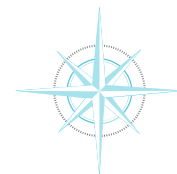
To manage credit risk, the Company periodically reviews its receivables from customer for any non-recoverability of the dues, taking in to account the inputs from business development team and ageing of trade receivables. The management establishes an allowance for impairment that represents its expected 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 loss allowance for trade receivables is as follows:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Balance at the commencement of the year	473.20	422.58
Provided during the year	229.23	154.60
Utilisation during the year	(256.33)	(103.98)
Balance at the end of the year	446.10	473.20

The following table provides information about the exposure to credit risk and loss allowance for trade receivables as at March 31, 2025

Particulars	Weighted average loss rate	Gross carrying amount	Loss allowance
1-90 days	0.52%	2,409.00	12.41
91-180 days	7.76%	206.53	16.03
181-270 days	35.30%	77.69	27.42
271-365 days	60.40%	19.86	12.00
Over 1 year	100.00%	378.24	378.24
Total		3,091.32	446.10



Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

The following table provides information about the exposure to credit risk and loss allowance for trade receivables as at March 31, 2024

Particulars	Weighted average loss rate	Gross carrying amount	Loss allowance
1-90 days	0.49%	2,286.92	11.18
91-180 days	47.65%	63.36	30.19
181-270 days	97.62%	8.32	8.12
271-365 days	97.54%	11.50	11.22
Over 1 year	100.00%	412.49	412.49
Total		2,782.59	473.20

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 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 - lease liabilities, trade payables 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.

The table below summarizes the maturity profile of the Company's undiscounted financial liabilities:

As at March 31, 2025

As at March 31, 2025	Carrying amount	Contractual cash flows			
		< 1 year	1 to 3 years	> 3 years	Total
Lease liabilities	1,127.28	512.73	614.02	186.46	1,313.21
Trade payables	491.85	491.85	-	-	491.85
Other financial liabilities	3,998.12	3,998.12	-	-	3,998.12
Total	5,617.25	5,002.70	614.02	186.46	5,803.18

As at March 31, 2024

As at March 31, 2024	Carrying amount	Contractual cash flows			
		< 1 year	1 to 3 years	> 3 years	Total
Lease liabilities	1,003.91	403.49	661.32	125.18	1,189.99
Trade payables	507.33	507.33	-	-	507.33
Other financial liabilities	2,995.18	2,995.18	-	-	2,995.18
Total	4,506.42	3,906.00	661.32	125.18	4,692.50

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

40.4 Capital management

The Company's primary objective in managing capital is to enhance the shareholder value. Capital includes equity capital share capital, share premium and all other reserves and surpluses attributable to equity shareholders. Surplus fund is currently invested in income generating mutual funds and fixed deposits in line with its investment policy.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2025 and March 31, 2024.

40.5 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.

41 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 standalone financial statements, particularly on the amount of tax expense and that of provision for taxation.

42 Other comprehensive income

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Items that will not be reclassified to profit or loss		
Remeasurement gain/(loss) on defined benefit liability/ asset	(20.64)	(65.33)
Income tax relating to items that will not be reclassified to profit or loss	5.19	16.44
Other comprehensive income/(loss), net of income tax	(15.45)	(48.89)

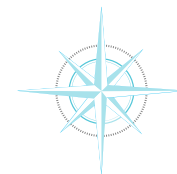
43 Revenue disclosures

a) Revenue recognised in the current year

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Rating services fees (including surveillance fees)	27,195.83	23,958.86
Research and others services fees	1,329.81	937.93
Total	28,525.64	24,896.79

b) Revenue recognised from last years' unearned revenue

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Rating services fees (including surveillance fees)	4,800.36	3,915.90
Research and others services fees	496.62	405.24
Total	5,296.98	4,321.14



Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

c) Unearned revenue

Particulars	As at March 31, 2025	As at March 31, 2024
Revenue to be recognized in:		
FY 2024-25	-	5,296.98
FY 2025-26	6,296.58	11.40
FY 2026-27	15.01	1.44
Total	6,311.59	5,309.82

d) Disaggregation of revenue

Timing of recognition of revenue

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
At a point in time	6,815.83	6,135.93
Over time	21,709.81	18,760.86
Total	28,525.64	24,896.79

Geographic revenue

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Within India	28,475.40	24,805.16
Outside India	50.24	91.63
Total	28,525.64	24,896.79

e) The amount of revenue from contracts with customers recognised in the standalone statement of profit and loss is the contracted price.

f) Contract balances

Particulars	As at March 31, 2025	As at March 31, 2024
Receivables, which are included in trade receivables	2,645.22	2,309.39
Contract liabilities (unearned revenue)	6,311.59	5,309.82

44 Leases

A As a lessee

- 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.
- The Company has discounted lease payments using the applicable incremental borrowing rate, which is 10% for measuring the lease liability.

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

c) The movement in lease liabilities during the year ended March 31, 2025 and March 31, 2024 is as follows:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Balance at the beginning of the year	1,003.91	1,295.20
Addition made during the year	488.14	264.04
Deletion made during the year	-	(231.07)
	1,492.05	1,328.17
Finance cost accrued during the year	112.00	120.33
Payment of lease liabilities	(476.77)	(444.59)
Deletion made during the year		
Balance at the end of the year	1,127.28	1,003.91

d) The following is the break-up of current and non-current lease liabilities as at March 31, 2025 and March 31, 2024

Particulars	As at March 31, 2025	As at March 31, 2024
Current lease liabilities	420.16	319.21
Non-current lease liabilities	707.12	684.70
Total	1,127.28	1,003.91

e) The contractual maturity of lease liabilities on an undiscounted basis is as follows:

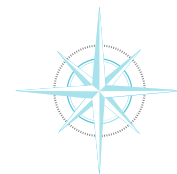
Particulars	As at March 31, 2025	As at March 31, 2024
Not later than one year	512.73	403.49
Later than one year but not later than five years	766.31	720.82
Later than five years	34.17	65.68

f) Amount recognised in the standalone statement profit and loss

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest expense on lease liabilities	112.00	120.33
Expense relating to short term lease and lease of low value assets	79.00	44.66

g) Amount recognised in the standalone statement of cash flows

Particulars	As at March 31, 2025	As at March 31, 2024
Payment of lease liabilities (financing activity)	364.77	324.26
Interest paid on lease liabilities (financing activity)	112.00	120.33
Payment of short-term leases (operating activity)	79.00	44.66
Impact on the standalone statement of cash flows for the year	555.77	489.25



Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

B As a lessor

The Company has given a part of its premises under cancellable operating lease arrangement. Lease rentals amounting to ₹ 174.96 lakhs (previous year ₹ 14.16 lakhs) have been recognized in the standalone 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 movement of provisions are as under:

Particulars	Provision for pending litigations		Provision for service tax	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Opening balance	815.90	-	15.91	15.91
Additions during the year [Refer note 29(a)]	60.00	815.90	-	-
Utilised/reversal during the year [Refer note 29(a)]	(875.90)	-	(15.91)	-
Closing balance	-	815.90	-	15.91

46 Ratio analysis and its elements

Ratio	Numerator	Denominator	March 31, 2025	March 31, 2024	% Change	Reasons for variance (where variance is more than 25%)
Current Ratio (in times)	Current Assets	Current Liabilities	6.23	3.22	94%	Increase in current assets.
Debt- Equity Ratio (in times)	Total Debt	Shareholder's Equity	-	-	-	
Debt Service Coverage ratio (in times)	Earnings for debt service = Net profit after taxes + Non-cash operating items	Debt service = Interest + Principal Repayments	-	-	-	
Return on Equity ratio (in %)	Net Profits after taxes – Preference Dividend	Average Shareholder's Equity	19.17%	16.67%	3%	
Trade Receivable Turnover Ratio (in times)	Net credit sales = Gross credit sales - sales return	Average Trade Receivable	11.57	14.01	(17%)	
Trade payable Turnover Ratio (in times)	Other expenses	Average Trade payable	8.13	7.21	13%	
Net Capital Turnover Ratio (in times)	Net sales = Total sales - sales return	Working capital = Current assets – Current liabilities	0.41	0.94	(56%)	Increase in current assets.
Net Profit ratio (in %)	Net Profit	Net sales = Total sales - sales return	51.68%	49.02%	3%	
Return on Capital Employed (in %)	Earnings before interest and taxes	Capital Employed = Tangible Net Worth - Intangible Assets and Intangible Assets under Development	23.94%	20.46%	3%	
Return on Investment (in %)	Interest (Finance Income)	Investments (including bank deposits)	7.29%	7.22%	0.1%	

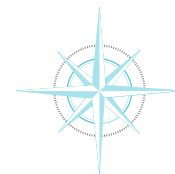
Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

47 Additional regulatory Information

- (i) The Company has not entered into transactions with struck off companies during the current year.
- (ii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (iii) The Company has not traded or invested in crypto currency or virtual currency during the financial year.
- (iv) The Company has not advanced or loaned or invested funds to any other person(s) or entity(s), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (v) The Company has not received any fund from any person(s) or entity(s), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (vi) The Company does not have any transaction which is not recorded in the books of account that has been subsequently surrendered or disclosed as income during the year as part of the ongoing tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (vii) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (viii) The Company has not been declared as willful defaulter by any bank or financial institution or government or any government authority.
- (ix) The Company has complied with the number of layers for its holding in downstream companies prescribed under clause (87) of section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017.
- (x) The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.



Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

- (xi) The financial statements of the Company as at end for the year ended March 31, 2024 were audited by the Predecessor Auditors. The Predecessor Auditors have expressed an unmodified opinion on those financial statements on May 23, 2024.
- (xii) Previous year figures have been re-grouped and reclassified wherever necessary to conform to current period's presentations.

For and on behalf of the Board of Directors of **ICRA Limited**

CIN: L74999DL1991PLC042749

P. S. Jayakumar

Chairman

(DIN: 01173236)

Ramnath Krishnan

Managing Director & Group C.E.O.

(DIN: 09371341)

Venkatesh Viswanathan

Chief Financial Officer

(DIN: 09371341)

S. Shakeb Rahman

Company Secretary

Place: Mumbai

Date: May 29, 2025

Place: Mumbai

Date: May 29, 2025

Place: Mumbai

Date: May 29, 2025

Place: Mumbai

Date: May 29, 2025

Independent Auditor's Report

To The Members of ICRA Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of ICRA Limited (the "Holding Company") and its subsidiaries, (the Holding Company and its subsidiaries together referred to as the "Group"), which comprise the Consolidated Balance Sheet as at March 31, 2025, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year ended on that date, and notes to the financial statements, including a summary of material 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 consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2025, and their consolidated profit, their consolidated total comprehensive income, their consolidated cash flows and their consolidated changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing ("SA"s) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us, is sufficient and appropriate to provide a basis for our audit 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. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matters	Auditor's Response
Revenue Recognition The revenue relating to rating, where customer's acceptance is required, is recognised upon issuance of press release or disclosure of unaccepted ratings on the Company's website. Surveillance fees, to the extent of reasonable certainty of collection, is recognized over the surveillance period. For other cases, revenue is recognised upon transfer of control of promised services to the customers. There is risk that revenue is recognised for all services before the transfer of control of the service to customer is completed. Additionally, Ind AS 115 – Revenue from Contracts with Customers mandates robust disclosures in respect of revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet. Refer Note 2.3(b), 3.2, 24 and 45 to the Consolidated Financial Statements. Due to the significance of the item to the financial statements, complexities involved and management judgment involved for ensuring appropriateness of accounting treatment, this matter has been identified as a key audit matter for the current year's audit.	Our audit procedures included: <ul style="list-style-type: none">• Obtained an understanding of the revenue business process.• Evaluation of the design and implementation and operating effectiveness of internal controls relating to revenue recognition process.• Assessed the appropriateness of revenue recognition policy adopted by the Group.• Evaluated the reasonableness of the significant judgements and estimation involved in the recognition of revenue.• On selected sample of contracts, tested revenue recognition, and our procedures included:<ul style="list-style-type: none">i. evaluating the identification of performance obligations;ii. determining the transaction price considering the terms of the contracts; andiii. evaluated the appropriateness of management's assessment of manner of satisfaction of performance obligations and consequent revenue recognition.• 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.• Assessed the adequacy of the disclosures in accordance with the relevant accounting standard.



Key Audit Matters	Auditor's Response
<p>Goodwill Impairment</p> <p>The Consolidated Financial Statements reflect goodwill on acquisition of D2K Technologies India Private Limited amounting to ₹ 2,896.32 lakhs. Goodwill has been allocated to D2K Technologies India Private Limited cash generating unit (CGU).</p> <p>The determination of recoverable amount of goodwill based on value in use, involves significant estimates and judgement in determining the assumptions such as Revenue growth, operating margins, and in determining the valuation assumptions relating to discount rates and long-term growth rate applied to estimated future cash flows.</p> <p>These assumptions are sensitive to reasonable possible changes including economic uncertainties and therefore considered as a key audit matter.</p> <p>The key assumptions applied in the impairment reviews are described in note 44 of the Consolidated Financial Statements.</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"> We tested the design, implementation and operating effectiveness of controls over Goodwill impairment review, including those over forecast of future cash flows and the selection of the discount rate and long term growth rate. We evaluated management's ability to accurately forecast future cashflows by comparing actual results to management's historical forecasts. We evaluated the reasonableness of future forecast by comparing the forecast to historical financial performance, internal communication to management and Board of Directors. With the assistance of fair value specialists, we evaluated the reasonableness of discount rate, long-term growth rate and valuation methodology. We also assessed the sensitivity of the recoverable amount to the changes in the key assumptions used.

Information Other than the Financial Statements and Auditor's Report Thereon

- The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Company's director's report including annexures and Management Discussion & Analysis, but does not include the consolidated financial statements, standalone financial statements and our auditor's 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, compare with the financial statements of the subsidiaries audited by the other auditors, to the extent it relates to these entities and, in doing so, place reliance on the work of the other auditors, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the subsidiaries is traced from their financial statements audited by the other auditors.
- 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.

Responsibilities of Management and Board of Directors for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the accounting principles generally accepted in India, including Ind AS specified under section 133 of the Act. The respective Board of Directors of the entities 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 the Group 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 the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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 consolidated financial statements by the 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 the respective entities 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 intend to liquidate their respective entities 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 are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibility 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.

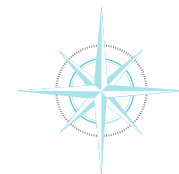
As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- 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 financial controls 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 Holding Company has adequate internal financial controls with reference to consolidated 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 made by the management.
- Conclude on the appropriateness of management's 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 ability of the Group 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 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 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 the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities or business activities included in the consolidated financial statements of which we are the independent auditors.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in 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 financial controls 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 auditor's 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

- We did not audit the financial statements of two subsidiaries, whose financial statements reflect total assets of ₹ 1,568.84 lakhs as at March 31, 2025, total revenues of ₹ 720.68 lakhs and net cash outflows amounting to ₹ 94.66 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements are unaudited and 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, is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

Our opinion on the consolidated financial statements above and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to the financial statements certified by the Management.

- The consolidated financial statements of the Holding Company for the year ended March 31, 2024, were audited by another auditor who expressed an unmodified opinion on those statements on May 23, 2024.

Our opinion on the consolidated financial statements is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

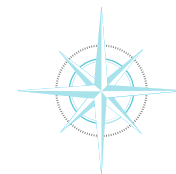
- As required by Section 143(3) of the Act, based on our audit we report, to the extent applicable that:
 - We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - In our opinion, proper books of account as required by law relating to preparation of aforesaid consolidated financial statements have been kept by the Group including relevant records so far as it appears from our examination of those books and the reports of the other auditors except in relation to compliance with the requirements of audit trail as stated in 1(i)(vi) below.
 - The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity 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.
 - In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
 - On the basis of the written representations received from the directors of the Holding Company as on March 31, 2025 taken on record by the Board of Directors of the Company and the reports of the statutory auditors of subsidiaries companies, none of the directors of the Group companies is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164(2) of the Act.
 - The modification relating to the maintenance of accounts and other matters connected therewith, is as stated in paragraph 1(b) above on reporting under Section 143(3)(b) and paragraph 1(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - With respect to the adequacy of the internal financial controls with reference to consolidated financial statements and the operating effectiveness of such controls, refer to our

separate Report in "Annexure A" which is based on the auditors' report of the Holding Company and subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls with reference to consolidated financial statements of those companies.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the auditor's reports of subsidiary companies incorporated in India, the remuneration paid by the Holding Company and such subsidiary companies to their respective directors during the year is in accordance with the provisions of section 197 of the Act.
- i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group - Refer Note 30 to the consolidated financial statements.
 - ii. The Group 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 Holding Company, and its subsidiary companies incorporated in India.
 - iv. (a) The respective Managements of the Holding Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and to the other auditors of such subsidiaries that, to the best of their knowledge and belief, no funds have been advanced or loaned or invested by the Holding Company or any of

such subsidiaries to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

- (b) The respective Managements of the Holding Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and to the other auditors of such subsidiaries that, to the best of their knowledge and belief, no funds have been received by the Holding Company or any of such subsidiaries from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.



- v. The final dividend proposed in the previous year, declared and paid by the Holding Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, where applicable, during the year is in accordance with section 123 of the Act, as applicable.

As stated in note 34 to the consolidated financial statements, the Board of Directors of the Holding Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, where applicable, have proposed final dividend for the year which is subject to the approval of the members of the Holding Company and such subsidiaries at the ensuing respective Annual General Meetings. Such dividend proposed is in accordance with section 123 of the Act, as applicable.

- vi. Based on our examination, which included test checks and that performed by the respective auditors of the subsidiaries whose financial statements have been audited under the Act, the Holding Companies and its subsidiary incorporated in India have used accounting software, operated by a third party software service provider, for maintaining its books of account for the year ended March 31, 2025, which has a feature of recording audit trail (edit log) facility and the audit trail feature at the application level has operated throughout the year for all relevant transactions recorded in the software. In the absence of an independent auditor's System and Organisation Controls report

covering the audit trail requirement, we are unable to comment whether audit trail feature of the said software was enabled at the database level to log any direct data changes. Consequently, we are unable to comment whether there were any instances of the audit trail feature being tampered with.

Additionally, the audit trail has been preserved by the Holding Company and above referred subsidiary companies incorporated in India as per the statutory requirements for record retention.

2. With respect to the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) Order, 2020 ("CARO"/ "the Order") issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the CARO reports issued by us and the auditors of respective companies included in the consolidated financial statements to which reporting under CARO is applicable, as provided to us by the Management of the Holding Company, we report that there are no qualifications or adverse remarks by the respective auditors in the CARO reports of the said companies included in the consolidated financial statements.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm's Registration No. 117365W)

Rupen K. Bhatt
(Partner)
(Membership No. 046930)
UDIN: 25046930BMODRX9691

Place: Mumbai
Date: May 29, 2025

Annexure "A" to the Independent Auditor's Report

(Referred to in paragraph 1(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls with reference to consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the "Act")

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as at and for the year ended March 31, 2025, we have audited the internal financial controls with reference to consolidated financial statements of ICRA Limited (hereinafter referred to as the "Holding Company") and its subsidiary companies, which are companies incorporated in India, as of that date.

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The respective Company's management and Board of Directors of the Holding company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on criteria established by the respective Companies 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 (ICAI). 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.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements of the Holding Company, and its subsidiary companies, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing,

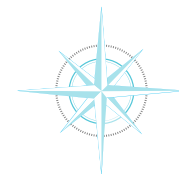
prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was 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 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 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 of the Holding Company and its subsidiary companies, which are companies incorporated in India.

Meaning of Internal Financial Controls with reference to consolidated financial statements

A Company's internal financial control 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 control 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 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 control 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.

Opinion

In our opinion to the best of our information and according to the explanations given to us, the Holding Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2025, based on the criteria for internal financial control with reference to consolidated financial statements established by the respective companies 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.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm's Registration No. 117365W)

Rupen K. Bhatt
(Partner)
(Membership No. 046930)
UDIN: 25046930BMODRX9691

Place: Mumbai
Date: May 29, 2025

Consolidated Balance Sheet

as at March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

Particulars	Note No.	As at March 31, 2025	As at March 31, 2024
I. ASSETS			
(1) Non-current assets			
(a) Property, plant and equipment	4.1	2,924.60	3,026.88
(b) Right-of-use assets	4.2	1,119.10	1,021.94
(c) Capital work-in-progress	4.3	-	11.87
(d) Goodwill	44	3,018.85	3,018.85
(e) Other intangible assets	5.1	1,900.42	2,064.39
(f) Intangible assets under development	5.2	351.41	79.06
(g) Financial assets			
(i) Investments	6.1	125.37	39,019.61
(ii) Loans	7.1	1.14	2.44
(iii) Other financial assets	8.1	3,827.55	1,633.55
(h) Deferred tax assets (net)	9.5	236.77	262.59
(i) Non-current tax assets (net)	10	3,016.97	2,756.58
(j) Other non-current assets	11.1	83.46	121.26
Total non-current assets		16,605.64	53,019.02
(2) Current assets			
(a) Financial assets			
(i) Investments	6.2	77,150.02	42,324.46
(ii) Trade receivables	12	4,759.47	5,108.99
(iii) Cash and cash equivalents	13	3,512.09	1,047.70
(iv) Bank balances other than (iii) above	14	24,640.48	14,505.98
(v) Loans	7.2	0.50	0.80
(vi) Other financial assets	8.2	583.10	457.40
(b) Other current assets	11.2	2,165.91	2,200.62
Total current assets		112,811.57	65,645.95
Total assets		129,417.21	118,664.97
II. EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity share capital	15	965.12	965.12
(b) Other equity	16	104,357.80	96,683.79
Equity attributable to equity shareholders of the Company		105,322.92	97,648.91
Non-controlling interests		442.11	449.14
Total equity		105,765.03	98,098.05
Liabilities			
(2) Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	17.1	62.58	101.67
(ii) Lease liabilities	18.1	761.29	755.20
(iii) Other financial liabilities	19.1	3,487.97	3,742.87
(b) Provisions	20.1	344.14	313.59
(c) Deferred tax liabilities (net)	9.5	1,285.92	467.10
Total non-current liabilities		5,941.90	5,380.43
(3) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	17.2	53.17	78.51
(ii) Lease liabilities	18.2	436.51	332.88
(iii) Trade payables	22		
(A) Total outstanding dues of micro and small enterprises		53.92	34.48
(B) Total outstanding dues of creditors other than micro and small enterprises		857.33	706.43
(iv) Other financial liabilities	19.2	6,466.05	4,819.97
(b) Other current liabilities	21	9,414.87	8,121.17
(c) Provisions	20.2	264.45	1,080.93
(d) Current tax liabilities (net)	23	163.98	12.12
Total current liabilities		17,710.28	15,186.49
Total liabilities		23,652.18	20,566.92
Total equity and liabilities		129,417.21	118,664.97
Material accounting policies	3		

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date attached

For **Deloitte Haskins & Sells**

Chartered Accountants

Firm Registration No.: 117365W

For and on behalf of the Board of Directors of **ICRA Limited**

CIN: L74999DL1991PLC042749

Rupen K. Bhatt

Partner

Membership No.: 046930

Place: Mumbai

Date: May 29, 2025

P. S. Jayakumar

Chairman

(DIN: 01173236)

Place: Mumbai

Date: May 29, 2025

Ramnath Krishnan

Managing Director & Group C.E.O.

(DIN: 09371341)

Place: Mumbai

Date: May 29, 2025

Venkatesh Viswanathan

Chief Financial Officer

Place: Mumbai

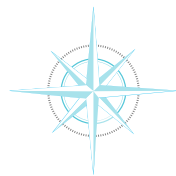
Date: May 29, 2025

S. Shakeb Rahman

Company Secretary

Place: Mumbai

Date: May 29, 2025



Consolidated Statement of Profit and Loss

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

Particulars	Note No.	For the year ended March 31, 2025	For the year ended March 31, 2024
I Revenue from operations	24	49,802.12	44,611.47
II Other income	25	7,741.14	7,496.89
III Total income (I+II)		57,543.26	52,108.36
Expenses			
IV Employee benefit expenses	26	26,112.82	24,035.98
V Finance costs	27	480.33	1,040.85
VI Depreciation and amortisation expense	28	1,639.47	1,346.44
VII Other expenses	29	5,913.60	5,699.07
VIII Total expenses (IV to VII)		34,146.22	32,122.34
IX Profit before tax (III-VIII)		23,397.04	19,986.02
Tax expense:	9		
Current tax		5,409.36	4,475.04
Deferred tax		867.26	286.79
X Total tax expense		6,276.62	4,761.83
XI Profit after tax (IX-X)		17,120.42	15,224.19
Other comprehensive (loss)/income	43		
A. (i) Items that will not be reclassified to profit or loss		(89.00)	(218.17)
(ii) Income tax relating to items that will not be reclassified to profit or loss		22.62	55.13
B. (i) Items that will be reclassified to profit or loss		2.51	14.05
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
XII Total other comprehensive (loss)/income, net of tax (A+B)		(63.87)	(148.99)
XIII Total comprehensive income for the year (XI + XII)		17,056.55	15,075.20
XIV Profit attributable to:			
Owners of the Company		17,000.93	15,109.45
Non-controlling interests		119.49	114.74
Profit after tax		17,120.42	15,224.19
XV Other comprehensive (loss)/income attributable to:			
Owners of the Company		(63.87)	(148.99)
Non-controlling interests		-	-
Other comprehensive (loss)/income for the year		(63.87)	(148.99)
XVI Total comprehensive income attributable to:			
Owners of the Company		16,937.06	14,960.46
Non-controlling interests		119.49	114.74
Total comprehensive income for the year		17,056.55	15,075.20
XVII Earnings per share (₹) (face value of ₹ 10 per share):	33		
Basic		176.73	157.07
Diluted		176.50	156.99
Material accounting policies	3		

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date attached

For **Deloitte Haskins & Sells**
Chartered Accountants
Firm Registration No.: 117365W

For and on behalf of the Board of Directors of **ICRA Limited**
CIN: L74999DL1991PLC042749

Rupen K. Bhatt
Partner
Membership No.: 046930

P. S. Jayakumar
Chairman
(DIN: 01173236)

Ramnath Krishnan
Managing Director & Group C.E.O.
(DIN: 09371341)

Venkatesh Viswanathan
Chief Financial Officer

S. Shakeb Rahman
Company Secretary

Place: Mumbai
Date: May 29, 2025

Place: Mumbai
Date: May 29, 2025

Place: Mumbai
Date: May 29, 2025

Place: Mumbai
Date: May 29, 2025

Place: Mumbai
Date: May 29, 2025

Consolidated Statement of Cash Flows

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
A. Cash flow from operating activities:		
Profit before tax	23,397.04	19,986.02
Adjustments for:		
Depreciation and amortisation expense	1,639.47	1,346.44
Loss allowance (including bad debts/advances written off)	181.34	142.50
Interest cost on deferred consideration	273.29	627.87
Interest expense on financial liabilities measured at amortized cost	25.42	47.33
Interest on lease liabilities	121.62	124.36
Unrealised foreign exchange loss/(gain) (net)	6.62	(4.09)
Share-based payment expense	356.17	165.34
Interest income on fixed deposits	(1,687.98)	(1,512.55)
Interest income on investments carried at amortised cost	-	(21.23)
Interest income on security deposit carried at amortised cost	(62.97)	(52.22)
Gain on financial assets carried at fair value through profit and loss ('FVTPL') (net)	(5,275.68)	(4,897.14)
Gain on sale of financial assets carried at FVTPL (net)	(639.36)	(430.45)
Advances received from customers written back	(73.79)	(151.32)
Reversal of loss allowance	(15.42)	(436.06)
(Profit)/loss on sale of property, plant and equipment (net)	(2.48)	0.39
Profit on termination of right-of-use assets	-	(59.12)
Bad debts recovered	-	(20.79)
Operating cash flow before changes in operating assets and liabilities	18,243.29	14,855.28
Adjustments for changes in operating assets and liabilities:		
(Increase)/decrease in trade receivables	194.02	(1,007.88)
(Increase)/decrease in loans	1.60	2.49
(Increase)/decrease in other financial assets	(299.73)	501.43
(Increase)/decrease in other assets	52.92	(337.37)
Increase/(decrease) in trade payables	170.34	(10.33)
Increase/(decrease) in other financial liabilities	1,129.02	232.69
Increase/(decrease) in other liabilities	1,367.49	928.65
Increase/(decrease) in provisions	(851.59)	619.93
Cash generated from operations before tax	20,007.36	15,784.89
Taxes paid, net of refund	(5,517.89)	(5,083.87)
Net cash generated from operating activities (A)	14,489.47	10,701.02
B. Cash flow from investing activities:		
Acquisition of property, plant and equipment and intangible assets	(1,241.24)	(689.68)
Proceeds from sale of property, plant and equipment and intangible assets	18.32	7.55
Proceeds from redemption/disposal of mutual funds	24,633.72	13,478.93
Investment in mutual funds	(14,649.99)	(31,230.00)
Redemption of corporate deposits (net)	-	10,000.00
Interest received on investments	-	606.64
Investment in fixed deposits	(26,200.79)	(21,003.53)
Proceeds from redemption/disposal of fixed deposit	14,330.38	31,260.58
Interest received on fixed deposits	1,420.58	1,848.50
Purchase consideration towards acquisition (net of cash and cash equivalents acquired)	-	(1,529.61)
Net cash generated from/(used in) investing activities (B)	(1,689.02)	2,749.38



Consolidated Statement of Cash Flows

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
C. Cash flow from financing activities		
Payment of lease liabilities	(378.39)	(339.12)
Interest paid on lease liabilities	(121.62)	(124.36)
Re-payment of borrowings	(41.27)	(527.10)
Interest paid on financial liabilities measured at amortized cost	(25.55)	(47.33)
Dividend paid	(9,745.88)	(12,635.25)
Increase/(decrease) in unclaimed dividend	(0.24)	1.86
Net cash used in financing activities (C)	(10,312.95)	(13,671.30)
Net increase/(decrease) in cash and cash equivalents (A+B+C)	2,487.50	(220.90)
Add: Exchange difference on translation of foreign currency	0.05	3.48
Add: Cash and cash equivalents at the beginning of the year	998.38	1,215.80
Cash and cash equivalents at the end of the year	3,485.93	998.38
Components of cash and cash equivalents (Refer note 13 and 17)		
Balances with banks (a)		
In current accounts	3,511.52	845.53
In deposit accounts (with original maturity of three months or less)	-	201.54
Cash on hand (b)	0.57	0.63
Cash and cash equivalents (a+b)	3,512.09	1,047.70
Overdraft facility from banks (c)	(26.16)	(49.32)
Cash and cash equivalents at the end of the year (a+b+c)	3,485.93	998.38

Notes:

- Consolidated Cash Flow Statement has been prepared under the indirect method as set out in the Ind AS 7 "Statement of Cash Flows".
- Ind AS 7 requires the entity to provide disclosures that enable users of financials statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities, to meet the disclosure requirement. The Company does not have any liabilities arising from financing activities except lease liabilities and borrowings, refer note 46 and 17 for the movement in lease liabilities and borrowings, respectively, during the years ended March 31, 2025 and March 31, 2024.

Material accounting policies (Refer note 3)

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date attached

For **Deloitte Haskins & Sells**
Chartered Accountants
Firm Registration No.: 117365W

For and on behalf of the Board of Directors of **ICRA Limited**
CIN: L74999DL1991PLC042749

Rupen K. Bhatt
Partner
Membership No.: 046930

P. S. Jayakumar
Chairman
(DIN: 01173236)

Ramnath Krishnan
Managing Director & Group C.E.O.
(DIN: 09371341)

Venkatesh Viswanathan
Chief Financial Officer

S. Shakeb Rahman
Company Secretary

Place: Mumbai
Date: May 29, 2025

Place: Mumbai
Date: May 29, 2025

Place: Mumbai
Date: May 29, 2025

Place: Mumbai
Date: May 29, 2025

Place: Mumbai
Date: May 29, 2025

Consolidated Statement of Changes in Equity
for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

Particulars	Note No.	Equity share capital	Attributable to equity shareholders						Total attributable to owners of the Company	Attributable to Non-controlling interests	Total		
			Other equity										
			Capital reserve	Capital redemption reserve	Reserves and surplus	Employees stock options outstanding	Treasury shares	General reserve				Retained earnings	Re-measurement of defined benefit obligation
Opening balance as at April 1, 2023	15	965.12	3,302.03	65.31	-	(105.44)	8,280.60	82,886.38	(306.43)	(59.46)	95,028.11	464.71	95,492.82
Profit after tax for the year		-	-	-	-	-	-	15,109.45	-	-	15,109.45	114.74	15,224.19
Other comprehensive income/(loss), net of tax		-	-	-	-	-	-	-	(163.04)	14.05	(148.99)	-	(148.99)
Total comprehensive income/(loss) for the year		-	-	-	-	-	-	15,109.45	(163.04)	14.05	14,960.46	114.74	15,075.20
Employees stock options granted/exercised during the year	37	-	14.62	-	150.72	-	-	-	-	-	165.34	-	165.34
Dividend on equity shares	34	-	-	-	-	-	-	(12,505.00)	-	-	(12,505.00)	(130.31)	(12,635.31)
Adjustment on account of liquidation of a subsidiary								(10.53)		10.53	-	-	-
Closing balance as at March 31, 2024		965.12	3,316.65	65.31	150.72	(105.44)	8,280.60	85,480.30	(469.47)	(34.88)	97,648.91	449.14	98,098.05
Profit after tax for the year		-	-	-	-	-	-	17,000.93	-	-	17,000.93	119.49	17,120.42
Other comprehensive income/(loss), net of tax		-	-	-	-	-	-	-	(66.38)	2.51	(63.87)	-	(63.87)
Total comprehensive income/(loss) for the year		-	-	-	-	-	-	17,000.93	(66.38)	2.51	16,937.06	119.49	17,056.55
Employees stock options granted/exercised during the year	37	-	(14.62)	-	304.44	4.19	66.35	(4.05)	-	-	356.31	-	356.31
Dividend on equity shares	34	-	-	-	-	-	-	(9,619.36)	-	-	(9,619.36)	(126.52)	(9,745.88)
Closing balance as at March 31, 2025		965.12	3,302.03	65.31	455.16	(101.25)	8,346.95	92,857.82	(535.85)	(32.37)	105,322.92	442.11	105,765.03

Material accounting policies (Refer note 3)

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date attached

For **Deloitte Haskins & Sells**
Chartered Accountants
Firm Registration No.: 117365W

For and on behalf of the Board of Directors of **ICRA Limited**
CIN: L74999DL1991PLC042749

Rupen K. Bhatt
Partner
Membership No.: 046930

Place: Mumbai
Date: May 29, 2025

P. S. Jayakumar
Chairman
(DIN: 01173236)

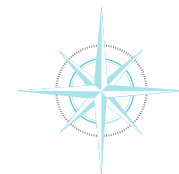
Place: Mumbai
Date: May 29, 2025

Venkatesh Viswanathan
Chief Financial Officer

Place: Mumbai
Date: May 29, 2025

S. Shakeb Rahman
Company Secretary

Place: Mumbai
Date: May 29, 2025



Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

1. Corporate information

ICRA Limited ('the Company' or 'the 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 subsidiaries involved in providing rating, research, analytics, data and software services. 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	India	100%
D2K Technologies India Private Limited*	India	60%
ICRA ESG Ratings Limited (formerly known as Pragati Development Consulting Services Limited)**	India	100%
ICRA Employees Welfare Trust	India	NA
ICRA Lanka Limited***	Sri Lanka	100%
ICRA Nepal Limited	Nepal	51%

*Acquired on November 10, 2023. Refer note 48.

**On April 29, 2024, SEBI has granted its approval for registration of the Company, as a Category-I ESG Rating Provider (ERP) under the SEBI's Credit Rating Agencies Regulations.

***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 ('The Act') read with Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Companies Act, 2013 (as amended from time to time).

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 29, 2025.

2.2 Functional and presentation currency

The consolidated financial statements are presented in Indian Rupee (₹), 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.

2.3 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 is 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.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

Judgements

In the process of applying the accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognized in the consolidated financial statements:

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 judgement. 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.

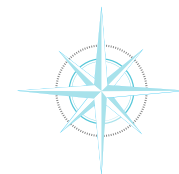
Assumptions and estimation uncertainties

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

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 prorata on the basis of the carrying amount of each asset in the CGU. An impairment loss on goodwill is recognised in the Consolidated



Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

Statement of Profit and Loss and is not reversed in the subsequent period.

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.

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.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

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.

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.

2.4 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. 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.

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

2.5 Current versus non-current classification

Based on the time involved between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has identified twelve months as its operating cycle for determining current and non-current classification of assets and liabilities in the balance sheet.

3. Material accounting policies

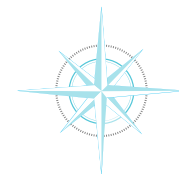
This note provides a list of the material accounting policies adopted in the preparation of these consolidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

3.1 Basis of consolidation

(i) Business combination

The Group accounts for business combinations using the acquisition method when the acquired set of activities and assets meets the definition of a business and control is transferred to the Group. In determining whether a particular set of activities and assets is a business, the Group assesses whether the set of assets and activities acquired includes, at a minimum, an input and substantive process and whether the acquired set has the ability to produce outputs.

The consideration transferred in the acquisition is generally measured at fair value as at the date the control is acquired (acquisition date), as are the identifiable net assets acquired.



Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

Any goodwill that arises is tested annually for impairment.

Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not remeasured and settlement is accounted for within equity. Otherwise, other contingent consideration is remeasured at fair value at each reporting date and subsequent changes in the fair value of the contingent consideration are recognised in the statement of profit and loss.

Transaction costs/acquisition related costs are expensed as incurred and services are received, except if related to the issue of debt or equity securities.

(ii) Subsidiaries

Subsidiaries are entities controlled by the Group. The Group 'controls' an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the 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 commences until the date on which control ceases.

Consolidation procedure followed is as under:

Items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries are combined like to like basis. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognized in the consolidated financial statements at the acquisition date.

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.

(iii) Non-controlling interest (NCI)

NCI are measured initially at their proportionate share of the acquiree's identifiable net assets at the date of acquisition. Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

(iv) Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses (except for foreign currency transaction gains or losses) arising from intra-group transactions, are eliminated. Unrealised gains arising from transactions with equity-accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

(v) Loss of control

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any resulting gain or loss is recognised in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

3.2 Revenue recognition

The Group earns revenue primarily from the rating, research, analytics, data and sale of software.

Revenue is recognised upon transfer of control of promised services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those services.

Revenue is measured based on the transaction price, which is the consideration, adjusted for price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

In rating services, the first year rating fees includes free surveillance for first twelve months or the period of instrument, whichever is shorter, from the date of rating. A portion of the fee is allocated towards first year free surveillance based on management's estimate. The revenue related to initial rating 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).

Revenue from period-based assignments is recognised on a time proportion basis.

Revenue related to subscription fees of data products, research reports are recognised over the related subscription period.

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Revenue from sale of software is recognised on acceptance of deliverable by client on completion of work or reaching milestone as per agreement with client. Revenue from sale of software and services which involves customisation are recognized over the life of the contract using the Proportionate Completion Method, with contract costs determining the degree of completion. Foreseeable losses on contracts are recognised when probable.

Revenue from other service arrangements is recognised upon transfer of control of promised services to the customers and related costs are incurred, in accordance with the terms of the specific contracts.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as trade receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms. In other cases, where services have been rendered and invoicing is pending but unconditional right to receive cash is not yet established, unbilled revenue is classified as other financial assets.

Unearned and deferred revenue ("contract liability") is recognised when the billings are in excess of revenues earned.

Out of pocket expenses which are recoverable from customers, are recognised both as expenditure and revenue.

The terms of payment for such arrangements are generally up to 30 days from the presentation of invoice to the customers.

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 (unless it is a trade receivable without a significant financing component) or financial liability is initially recognised at fair value plus or minus, for an item not at fair value through profit or loss (FVTPL), transaction costs that are directly attributable its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

Classification and subsequent measurement

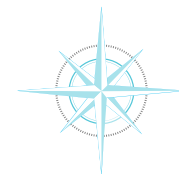
Financial assets

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:



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- 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 asset 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 gives rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment 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 is 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, it is a derivative 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 derecognises 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

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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 consolidated 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.

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 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 (except leasehold improvements) 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	30 - 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.



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Depreciation on addition/disposal is provided on a pro-rata basis i.e. from (up to) the date on which asset is ready to use (disposed off).

Assets individually costing up to ₹ 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.

3.8 Goodwill and other intangible assets

Goodwill

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interest, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the excess is recognized as capital reserve after reassessing the fair values of the net assets.

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 acquired intangible assets

Intangible assets acquired in a business combination are measured at their fair value at the date of acquisition.

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 amortization 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 comprise software, 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 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 amortization 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)
Trademarks	10
Copyrights	10
Customer relationships	5
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

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for the year ended March 31, 2025

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the period over which management expects to use these assets.

Amortisation on addition/disposal is provided on a pro-rata basis i.e. from (up to) the date on which asset is ready to use (disposed off).

Intangible assets under development

Identifiable intangible assets under development are recognised when the Group controls the asset, it is probable that future economic benefits attributed to the asset will flow to the Group 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 an annual basis.

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 prorata 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 is 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, is presented 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.

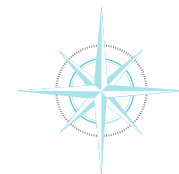
The recoverable amount of a CGU or an asset is the higher of its fair value less costs of disposal and its value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of 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 Projects work-in-progress

Projects work-in-progress represent direct cost incurred against rating cases wherein work has been initiated but rating is yet to be concluded and amount is expected to be recovered.



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3.11 Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, balances with banks and short-term deposits 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 cash flows, cash and cash equivalent consists of cash on hand, balances with banks and short-term deposits as stated above, net of outstanding bank overdrafts (if any).

3.12 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 operations

The assets and liabilities of foreign operations are translated in to Indian Rupee (₹), 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.

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.

3.13 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

The Indian entities 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

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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 and one of the subsidiary entities viz. ICRA Analytics Limited, 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.

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.

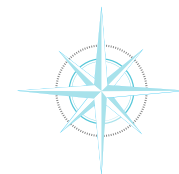
The Group has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by a qualified actuary as at the Balance Sheet date using Projected Unit Credit method on the 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.

3.14 Share-based payments

The Group recognises compensation expense relating to share-based payments using fair value in accordance with Ind AS 102 'Share-based payments'. The grant date fair value of equity-settled share-based payment arrangements granted to employees is generally recognised as an employee benefits expense, with a corresponding increase in equity, over the vesting period of the awards. The amount recognised as an expense is adjusted to reflect the number of awards for which the related service and non-market performance conditions are expected to be met, such that the amount ultimately recognised is based on the number of awards that meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

3.15 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.



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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 from owned office premises is accounted for on a straight-line basis over the lease term and is included in other income in the consolidated 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 term and is included in other income in the consolidated statement of profit and loss.

3.16 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 cash flows (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.

3.17 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 Group or a present obligation that is not recognized 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 recognized because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the consolidated 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 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.

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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 statements. 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.

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 shareholders 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 shareholders 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.

3.20 Segment reporting

An operating segment is a component of the group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components, and for which discrete financial information is available. Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM"). Revenues, expenses, assets and liabilities, which are common to the enterprise as a whole and are not allocable to segments on a reasonable basis, have been treated as "unallocated revenues/ expenses/assets/liabilities", as the case may be.

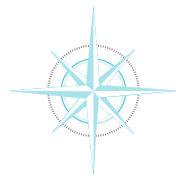
3.21 Change in material accounting policies

The Company adopted Disclosure of Accounting Policies (Amendments to Ind AS 1) from April 1, 2023. Although the amendments did not result in any changes in the accounting policies themselves, they impacted the accounting policy information disclosed in the financial statements.

The amendments require the disclosure of 'material' rather than 'significant' accounting policies. The amendments also provide guidance on the application of materiality to disclosure of accounting policies, assisting entities to provide useful, entity-specific accounting policy information that users need to understand other information in the financial statements.

3.22 Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has not notified any new standards or amendments to the existing standards applicable to the Group.



Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

4 Property, plant and equipment, right-of-use assets and capital work-in-progress

Particulars	As at March 31, 2025	As at March 31, 2024
4.1 Property, plant and equipment		
Buildings	2,166.21	2,359.10
Computers and data processing units	370.34	350.57
Furniture and fittings	116.73	103.93
Office equipment	95.98	86.59
Electrical installation and equipment	26.31	27.83
Vehicles	7.44	11.30
Leasehold improvements	141.59	87.56
Total property, plant and equipment	2,924.60	3,026.88
4.2 Right-of-use assets		
Right-of-use assets - buildings	1,119.10	1,021.94
Total right-of-use assets	1,119.10	1,021.94
4.3 Capital work-in-progress (net)		
Capital work-in-progress	-	11.87
Total capital work-in-progress	-	11.87

4.4 Disclosures regarding gross block, accumulated depreciation and net block of property, plant and equipment and right-of-use assets

Particulars	Buildings	Computers and data processing units	Furniture and fittings	Office equipment	Electrical installation and equipment	Vehicles	Leasehold improvements	Total property, plant and equipment	Right-of-use assets - Buildings	Total right-of-use assets
Cost										
As at April 1, 2023	2,841.60	1,372.42	400.50	278.08	206.01	-	257.48	5,356.09	2,464.42	2,464.42
Acquisition through business combination (Refer note 48)	501.00	32.96	7.14	4.95	2.94	13.94	-	562.93	8.39	8.39
Additions	-	303.14	10.75	19.85	0.25	-	0.44	334.43	355.42	355.42
Disposals/adjustments	(0.13)	(117.91)	(4.46)	(8.42)	(0.56)	-	-	(131.48)	(466.03)	(466.03)
As at March 31, 2024	3,342.47	1,590.61	413.93	294.46	208.64	13.94	257.92	6,121.97	2,362.20	2,362.20
Additions	-	276.31	48.13	66.80	5.83	-	77.07	474.14	536.34	536.34
Disposals/adjustments	-	(193.81)	(23.02)	(13.29)	(6.01)	-	(55.34)	(291.47)	-	-
As at March 31, 2025	3,342.47	1,673.11	439.04	347.97	208.46	13.94	279.65	6,304.64	2,898.54	2,898.54
Accumulated depreciation										
As at April 1, 2023	837.39	1,013.07	276.40	157.67	171.97	-	147.51	2,604.01	1,225.01	1,225.01
For the year	145.98	338.91	37.50	58.12	9.35	2.64	22.85	615.35	393.50	393.50
Disposals/adjustments	-	(111.94)	(3.90)	(7.92)	(0.51)	-	-	(124.27)	(278.25)	(278.25)
As at March 31, 2024	983.37	1,240.04	310.00	207.87	180.81	2.64	170.36	3,095.09	1,340.26	1,340.26
For the year	192.89	246.77	31.74	55.59	6.68	3.86	23.03	560.56	439.20	439.20
Disposals/adjustments	-	(184.04)	(19.43)	(11.47)	(5.34)	-	(55.33)	(275.61)	(0.02)	(0.02)
As at March 31, 2025	1,176.26	1,302.77	322.31	251.99	182.15	6.50	138.06	3,380.04	1,779.44	1,779.44
Carrying amount										
As at March 31, 2025	2,166.21	370.34	116.73	95.98	26.31	7.44	141.59	2,924.60	1,119.10	1,119.10
As at March 31, 2024	2,359.10	350.57	103.93	86.59	27.83	11.30	87.56	3,026.88	1,021.94	1,021.94

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

4.5 Capital work-in-progress (CWIP) ageing schedule*

As at March 31, 2025

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
Total	-	-	-	-	-

As at March 31, 2024

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	11.87	-	-	-	11.87
Projects temporarily suspended	-	-	-	-	-
Total	11.87	-	-	-	11.87

*There are no projects in CWIP as at March 31, 2025 and March 31, 2024, whose completion is overdue or cost of which has exceeded in comparison to its original plan. Further, there are no projects in CWIP which are temporarily suspended.

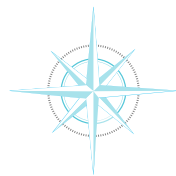
5 Other intangible assets and intangible assets under development

5.1 Other intangible assets

Particulars	As at March 31, 2025	As at March 31, 2024
Trademarks	6.15	7.09
Customer relationships	392.79	502.35
Computer software	711.19	531.62
Internally generated intangible assets	790.28	1,023.33
Total other intangible assets	1,900.41	2,064.39

5.2 Intangible assets under development are as follows:

Particulars	As at March 31, 2025	As at March 31, 2024
Intangible assets under development	351.41	79.06
Total intangible assets under development	351.41	79.06



Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

5.3 Disclosures regarding gross block, accumulated amortisation and net block are as given below:

Particulars	Trademarks	Customer relationships	Computer software	Internally generated intangible assets	Intangible assets under development
Cost					
As at April 1, 2023	-	-	836.89	377.88	134.10
Additions	-	-	168.04	214.95	117.31
Acquisition through business combination (Refer note 48)	7.54	548.00	-	868.00	
Disposals/adjustments	(0.02)	-	(66.08)	(22.73)	(172.35)
As at March 31, 2024	7.52	548.00	938.85	1,438.10	79.06
Additions	1.23	-	335.34	139.16	411.51
Disposals/adjustments	-	-	-	(138.52)	(139.16)
As at March 31, 2025	8.75	548.00	1,274.19	1,438.74	351.41
Accumulated amortisation					
As at April 1, 2023	-	-	360.98	257.59	-
For the year	0.43	45.65	111.60	179.91	-
Disposals/adjustments	-	-	(65.35)	(22.73)	-
As at March 31, 2024	0.43	45.65	407.23	414.77	-
For the year	2.17	109.56	155.77	372.21	-
Disposals/adjustments	-	-	-	(138.52)	-
As at March 31, 2025	2.60	155.21	563.00	648.46	-
Carrying amount					
As at March 31, 2025	6.15	392.79	711.19	790.28	351.41
As at March 31, 2024	7.09	502.35	531.62	1,023.33	79.06

5.4 Intangible assets under development (IAUD) ageing schedule*

As at March 31, 2025

Particulars	Amount in IAUD for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	351.41	-	-	-	351.41
Total	351.41	-	-	-	351.41

As at March 31, 2024

Particulars	Amount in IAUD for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	79.06	-	-	-	79.06
Total	79.06	-	-	-	79.06

*There are no projects in IAUD as at March 31, 2025 and March 31, 2024, whose completion is overdue or cost of which has exceeded in comparison to its original plan. Further, there are no projects in IAUD which are temporarily suspended.

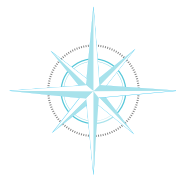
Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

6 Investments

Particulars		As at March 31, 2025	As at March 31, 2024
6.1	Non-current investments		
	Quoted		
	Investments carried at fair value through profit or loss		
	a) Investment in equity instruments (fully paid up)		
	CRISIL Limited	125.37	152.04
	3,000 [previous year 3,000] equity shares of ₹ 1 each		
	Total (a)	125.37	152.04
	b) Investment in mutual funds		
	Kotak Floating Rate Fund Direct - Growth	-	11,931.40
	Nil [previous year 861,231.241] units		
	Bandhan Bond Fund Short-Term Plan - Growth - Direct Plan	-	11,249.50
	Nil [previous year 20,474,807.469] units		
	SBI Floating Rate DEBT Fund Direct Plan Growth	-	11,473.93
	Nil [previous year 94,521,221.745] units		
	Axis Dynamic Bond Fund - Direct - Growth	-	4,212.74
	Nil [previous year 14,418,500.485] units		
	Total (b)	-	38,867.57
	Total non-current investments (a+b)	125.37	39,019.61
6.2	Current investments		
	Quoted		
	Investments carried at fair value through profit or loss		
	Investment in mutual funds		
	Kotak Floating Rate Fund Direct - Growth	12,991.98	-
	861,231.241 [previous year Nil] units		
	Bandhan Bond Fund Short-Term Plan - Growth - Direct Plan	12,236.15	-
	20,474,807.469 [previous year Nil] units		
	SBI Floating Rate DEBT Fund Direct Plan Growth	1,267.56	-
	9,646,702.924 [previous year Nil] units		
	HDFC Money Market Fund- Direct Growth	5,209.52	-
	91,126.147 [previous year Nil] units		
	Axis Liquid Fund - Direct Growth	2,127.45	2,201.66
	73,777.583 [previous year 82,037.614] units		
	DSP Liquidity Fund - Direct Plan - Growth	5,967.28	7,039.00
	160,918.174 [previous year 203,948.513] units		
	UTI Liquid Cash Plan - Direct Plan - Growth	3,881.55	4,342.44
	91,304.984 [previous year 109,713.891] units		
	Aditya Birla Sun Life Liquid Fund - Growth - Direct Plan	1,699.24	3,214.00
	405,811.5107 [previous year 824,776.843] units		
	ICICI Prudential Liquid Fund - Direct Plan - Growth	-	663.80
	Nil [previous year 185,727.648] units		
	UTI Money Market Fund - Direct Plan Growth	6,402.59	5,933.04
	209,190.741 [previous year 209,170.741] units		



Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

Particulars	As at March 31, 2025	As at March 31, 2024
Mirae Asset Cash Management Fund - Direct Growth	744.33	1,018.22
27,170.090 [previous year 39,937.611] units		
Nippon India Money Market Fund - Direct Growth	9,394.65	9,876.54
227,918.443 [previous year 258,458.436] units		
Aditya Birla Sun Life Money Manager Fund - Growth - Direct Plan	4,125.21	5,307.63
1,121,986.725 [previous year 1,557,447.349] units		
TATA Money Market Fund Direct Plan - Growth	10,309.62	2,728.13
218,594.677 [previous year 62,500.166] units		
Baroda BNP Paribas Liquid Fund Direct Growth	609.92	-
20,394.056 [previous year Nil] units		
HSBC Liquid Fund- Direct Growth	182.97	-
7,080.054 [previous year Nil] units		
Total current investments	77,150.02	42,324.46

6.3 Summary of investments

Non-current		
Aggregate book value of quoted investments	125.37	39,019.61
Aggregate market value of quoted investments	125.37	39,019.61
Aggregate value of unquoted investments	-	-
Aggregate amount of impairment in the value of investments	-	-
Current		
Aggregate book value of quoted investments	77,150.02	42,324.46
Aggregate market value of quoted investments	77,150.02	42,324.46
Aggregate value of unquoted investments	-	-
Aggregate amount of impairment in the value of investments	-	-

7 Loans

Particulars	As at March 31, 2025	As at March 31, 2024
7.1 Non-current		
Secured, considered good		
Loans to staff	1.14	2.44
Total non-current loans	1.14	2.44
7.2 Current		
Secured, considered good		
Loans to staff	0.50	0.80
Total current loans	0.50	0.80
Total loans (Non-current + Current)	1.64	3.24

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

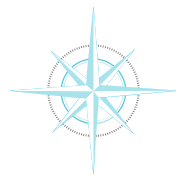
8 Other financial assets

Particulars	As at March 31, 2025	As at March 31, 2024
8.1 Non-current		
Unsecured, considered good		
Bank deposits with maturity for more than twelve months from the reporting date	3,077.90	1,072.67
Earnest money deposits	3.00	1.40
Contract asset - unbilled revenue	29.37	-
Security deposits	717.28	559.48
Total non-current other financial assets	3,827.55	1,633.55
8.2 Current		
Unsecured, considered good		
Contract assets - Unbilled revenue	458.52	389.97
Earnest money deposits	5.00	13.95
Security deposits	22.36	40.86
Others		
- Recoverable from related parties	32.42	0.37
- Recoverable from other than related parties	88.16	37.53
	606.46	482.68
Provision for doubtful other financial assets	(23.36)	(25.28)
Total current other financial assets	583.10	457.40
Total other financial assets (Non-current + Current)	4,410.65	2,090.95

9 Income tax

The major components of income tax expense for the years ended March 31, 2025 and March 31, 2024 are:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
9.1 Income tax expense recognised in the consolidated statement of profit or loss		
Tax expense		
Current tax		
Income tax for current year	5,409.02	4,441.90
Tax adjustment for earlier years	0.34	33.14
	5,409.36	4,475.04
Deferred tax		
Attributable to -		
Origination and reversal of temporary differences	867.26	286.79
	867.26	286.79
Total tax expense recognised in the consolidated statement of profit and loss	6,276.62	4,761.83
9.2 Income tax recognised in other comprehensive income		
Remeasurements of defined benefit obligation (Refer note 43)	22.62	55.13
Income tax (charged)/credited to other comprehensive income	22.62	55.13
9.3 Aggregate current and deferred tax charge relating to items that are charged or credited directly to equity	-	-



Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
9.4 Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate		
Accounting profit before tax	23,397.04	19,986.02
Tax using the Group's domestic tax rate 25.168% (previous year 25.168%)	5,888.57	5,030.08
Effect of:		
Non-deductible expenses	477.86	481.29
Income tax for earlier years	0.34	33.14
Effect of tax losses	92.10	-
Effect of income taxed at a lower/differential rate	(213.17)	(790.40)
Effect of income offered for tax in previous year	(5.71)	(40.56)
Effect of differential rate of tax in subsidiaries	35.67	42.62
Others	0.96	5.66
Total tax expense	6,276.62	4,761.83

9.5 Deferred tax assets (net)

For the year period ended March 31, 2025

Particulars	As at April 1, 2024	Acquisition through business combination (Refer note 48)	Recognised in profit or loss	Recognised in OCI	As at March 31, 2025
Deferred tax assets					
Lease liabilities	253.15	-	95.87	-	349.02
Provision for employee benefits	247.62	-	(63.99)	22.62	206.25
Provision for litigations	205.35	-	9.59	-	214.94
Provision for doubtful receivables	161.42	-	(47.47)	-	113.95
Tax losses carried forward	490.76	-	(41.89)	-	448.87
Others	6.08	-	(0.99)	-	5.09
Total deferred tax assets (a)	1,364.38	-	(48.88)	22.62	1,338.12
Deferred tax liabilities					
Property, plant and equipment (including intangible assets)	563.24	-	(30.32)	-	532.92
Investments at fair value through profit or loss	999.67	-	854.68	-	1,854.35
Fair valuation of contingent consideration	5.81	-	(5.81)	-	-
Others	0.17	-	(0.17)	-	-
Total deferred tax liabilities (b)	1,568.89	-	818.38	-	2,387.27
Net deferred tax assets/(liabilities) (a-b)	(204.51)	-	(867.26)	22.62	(1,049.15)

For the year ended March 31, 2024

Particulars	As at April 1, 2023	Acquisition through business combination (Refer note 48)	Recognised in profit or loss	Recognised in OCI	As at March 31, 2024
Deferred tax assets					
Lease liabilities	326.48	-	(73.33)	-	253.15
Provision for employee benefits	195.26	25.47	(28.24)	55.13	247.62
Provision for litigations	-	-	205.35	-	205.35
Provision for doubtful receivables	250.97	0.03	(89.58)	-	161.42

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

Particulars	As at April 1, 2023	Acquisition through business combination (Refer note 48)	Recognised in profit or loss	Recognised in OCI	As at March 31, 2024
Tax losses carried forward	110.38	62.73	317.65	-	490.76
Others	4.61	0.02	1.47	-	6.08
Total deferred tax assets (a)	887.70	88.25	333.32	55.13	1,364.38
Deferred tax liabilities					
Property, plant and equipment (including intangible assets)	352.90	289.19	(78.85)	-	563.24
Investments at fair value through profit or loss	304.78	-	694.89	-	999.67
Fair valuation of contingent consideration	-	-	5.81	-	5.81
Others	1.91	-	(1.74)	-	0.17
Total deferred tax liabilities (b)	659.59	289.19	620.11	-	1,568.89
Net deferred tax assets/(liabilities) (a-b)	228.11	(200.94)	(286.79)	55.13	(204.51)

The aforesaid net deferred tax liability/(assets) has been presented in the balance sheet as under:

Particulars	As at March 31, 2025	As at March 31, 2024
Deferred tax asset	236.77	262.59
Deferred tax liabilities	1,285.92	467.10
Net deferred tax assets/(liabilities) (a-b)	(1,049.15)	(204.51)

9.6 Unrecognised deferred tax assets

Capital losses	2.01	2,101.74
Business losses	363.87	-
Impairment loss on investments*	256.58	256.58
Total	622.46	2,358.32
Unrecognised tax effect	128.78	539.58

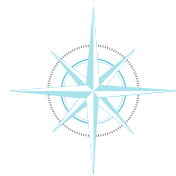
*The deductible temporary difference does not expire under current tax legislation.

9.7 Expiry period of unutilised tax losses

Business losses:		
Financial Year 2027-28	6.04	-
Financial Year 2028-29	4.95	-
Financial Year 2029-30	3.88	-
Financial Year 2030-31	1.05	-
Financial Year 2031-32	11.67	-
Financial Year 2032-33	336.28	-
Capital losses:		
Financial Year 2027-28	1.59	-
Financial Year 2028-29	0.42	-
Financial Year 2031-32	-	2,101.74
Total	365.88	2,101.74

10 Non-current tax assets

Particulars	As at March 31, 2025	As at March 31, 2024
Advance income tax (net of provisions of respective tax jurisdiction to the extent permissible)	3,016.97	2,756.58
Total	3,016.97	2,756.58



Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

11 Other assets

Particulars	As at March 31, 2025	As at March 31, 2024
11.1 Non-current		
Unsecured, considered good		
Capital advances	-	3.75
Prepayments	83.46	117.51
Total non-current other assets	83.46	121.26
11.2 Current		
Advance to suppliers	3.90	0.20
Prepayments	1,374.25	1,449.63
Balance with government authorities	674.35	501.84
Projects work-in-progress	-	112.20
Advance paid to gratuity trust (Refer note 36 & 39)	113.41	136.75
Total current other assets	2,165.91	2,200.62
Total other assets (Non-current + Current)	2,249.37	2,321.88

12 Trade receivables

Particulars	As at March 31, 2025	As at March 31, 2024
Trade receivables considered good - Unsecured	4,594.39	4,791.42
Trade receivables - which have significant increase in credit risk	49.60	54.33
Trade receivables - credit impaired	388.13	464.42
Contract Assets - Unbilled	212.42	338.45
	5,244.54	5,648.62
Less: Provision for doubtful receivables	(485.07)	(539.63)
Total trade receivables	4,759.47	5,108.99

Of the above, trade receivables from related parties are as below:

Trade receivable due from related parties (refer note 39)	1,296.89	1,689.32
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12.1 Trade receivables ageing schedule

As at March 31, 2025

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment					Total
			Less than 6 Months	6 months – 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed trade receivables – considered good	212.42	1,675.43	2,838.33	63.59	17.04	-	-	4,806.81
Undisputed trade receivables – which have significant increase in credit risk	-	-	15.40	26.76	7.21	0.23	-	49.60
Undisputed trade receivables – credit impaired	-	-	-	-	0.67	26.20	7.50	34.37
Disputed trade receivables - considered good	-	-	-	-	-	-	-	-
Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
Disputed trade receivables – credit impaired	-	-	-	-	-	-	353.76	353.76
Total	212.42	1,675.43	2,853.73	90.35	24.92	26.43	361.26	5,244.54
Less: Loss allowance								(485.07)
Total trade receivables								4,759.47

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

As at March 31, 2024

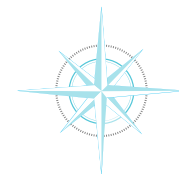
Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment					Total
			Less than 6 Months	6 months – 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed trade receivables – considered good	338.46	1,617.85	3,149.87	16.71	6.99	-	-	5,129.87
Undisputed trade receivables – which have significant increase in credit risk	-	-	24.55	19.82	9.96	-	-	54.33
Undisputed trade receivables – credit impaired	-	-	0.58	26.95	-	32.99	3.00	63.52
Disputed trade receivables - considered good	-	-	-	-	-	-	-	-
Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
Disputed trade receivables – credit impaired	-	-	-	-	-	-	400.90	400.90
Total	338.46	1,617.85	3,174.99	63.48	16.95	32.99	403.90	5,648.62
Less: Loss allowance								(539.63)
Total trade receivables								5,108.99

13 Cash and cash equivalents

Particulars	As at March 31, 2025	As at March 31, 2024
Balances with banks		
In current accounts	3,511.52	845.53
In deposit accounts (with original maturity of three months or less)	-	201.54
Cash on hand	0.57	0.63
Total cash and cash equivalents	3,512.09	1,047.70

14 Bank balances other than cash and cash equivalents

Particulars	As at March 31, 2025	As at March 31, 2024
Balance with banks		
In deposit accounts with original maturity of more than three months but less than twelve months from the reporting date	24,433.03	14,176.42
Earmarked balances with banks		
In unpaid dividend account	13.06	13.30
Deposits with maturity of more than three months but less than twelve months from the reporting date earmarked against bank guarantees	194.39	316.26
Total bank balances other than cash and cash equivalents	24,640.48	14,505.98



Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

15 Equity share capital

Particulars	As at March 31, 2025	As at March 31, 2024
Authorised share capital		
15,000,000 (previous year 15,000,000) equity shares of ₹ 10 each	1,500.00	1,500.00
	1,500.00	1,500.00
Issued, subscribed and fully paid up		
9,651,231 (previous year 9,651,231) equity shares of ₹ 10 each fully paid up	965.12	965.12
Total	965.12	965.12

15.1 Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting period

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of shares	Amount	Number of shares	Amount
Equity shares				
At the commencement and at the end of the year	96,51,231	965.12	96,51,231	965.12

15.2 Rights, preferences and restrictions attached to equity shares

The Company has one class of equity shares having a par value of ₹ 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.

15.3 Shares held by subsidiaries of the ultimate holding company

Particulars	As at March 31, 2025	As at March 31, 2024
Equity shares of ₹ 10 each fully paid-up		
Moody's Investment Company India Private Limited	30,55,900	30,55,900
Number of shares	31.66%	31.66%
% of total shares		
Moody's Singapore Pte Limited		
Number of shares	19,49,722	19,49,722
% of total shares	20.20%	20.20%

15.4 Promoter Shareholding

Shares held by promoters as at March 31, 2025

Promoter Name	No. of shares	% of Total Shares	% Change during the year
Moody's Investment Company India Private Limited	30,55,900	31.66%	-
Moody's Singapore Pte Limited	19,49,722	20.20%	-

Shares held by promoters as at March 31, 2024

Promoter Name	No. of shares	% of Total Shares	% Change during the year
Moody's Investment Company India Private Limited	30,55,900	31.66%	-
Moody's Singapore Pte Limited	19,49,722	20.20%	-

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

15.5 Details of shareholders holding more than 5% shares in the Company

Particulars	As at March 31, 2025	As at March 31, 2024
Equity shares of ₹ 10 each fully paid-up		
Moody's Investment Company India Private Limited		
Number of shares	3,055,900	3,055,900
% of total shares	31.66%	31.66%
Moody's Singapore Pte Limited		
Number of shares	1,949,722	1,949,722
% of total shares	20.20%	20.20%
Aditya Birla Sun Life Trustee Private Limited*		
Number of shares	-	544,836
% of total shares	-	5.65%
Pari Washington India Master Fund, Ltd.		
Number of shares	671,187	703,664
% of total shares	6.95%	7.29%

* Less than 5% in current year.

16 Other equity

Particulars	As at March 31, 2025	As at March 31, 2024
Capital reserve	3,302.03	3,316.65
Capital redemption reserve	65.31	65.31
Employees' stock options outstanding	455.16	150.72
Treasury shares (Refer note 42)	(101.25)	(105.44)
General reserve	8,346.95	8,280.60
Other comprehensive income/(loss)		
Foreign currency translation reserve	(32.37)	(34.88)
Remeasurement of defined benefit obligation	(535.85)	(469.47)
Retained earnings	92,857.82	85,480.30
Total other equity	104,357.80	96,683.79

Nature of reserves:

(a) Capital reserve

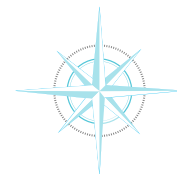
Capital reserve represents profit on sale of shares of the Company by ICRA Employees Welfare Trust ('ESOP Trust'). It also includes the fair value of equity-settled, share-based payment transactions with certain categories of employees of a subsidiary company under the Employee Stock Option Schemes ("ESOSs") of the Holding Company. (Refer note 37).

(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) Employees' stock options outstanding

Employees' stock options outstanding represents the fair value of equity-settled, share-based payment transactions with certain category employees of the Holding Company under the Employee Stock Option Schemes ("ESOSs"). (Refer note 37).



Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

(d) Treasury shares

The treasury shares of the Company is used to settle share options exercised by the employees.

(e) 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.

(f) 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.

(g) Remeasurement of defined benefit obligation

Remeasurement of defined benefit obligation represents the following as per Ind AS 19, Employee Benefits:

- (a) actuarial gains and losses
- (b) the return on plan assets, excluding amounts included in net interest on the net defined benefit liability (asset); and
- (c) any change in the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability (asset).

(h) Retained earnings

This reserve represents undistributed accumulated earnings of the group as on the balance sheet date.

17 Borrowings

Particulars	As at March 31, 2025	As at March 31, 2024
17.1 Non-current borrowings		
Borrowings measured at amortised cost		
Secured term loans from banks		
Term loan (Refer note (i) below)	62.58	99.85
Vehicle loan (Refer note (ii) below)	-	1.82
Total non-current borrowings	62.58	101.67
17.2 Current borrowings		
Borrowings measured at amortised cost		
Overdraft facility from banks (Refer note (i) below)	26.16	49.32
Current maturities of long-term borrowings (Refer note (i) and (ii) below)	27.01	29.19
Total current borrowings	53.17	78.51
Total borrowings (Non-current + Current)	115.75	180.18

Notes:

- (i) The term loan and overdraft facility is borrowed from Bank of Baroda by the subsidiary company, D2K Technologies India Private Limited.

The term loan is repayable in 84 monthly installments. The outstanding amount of term loan as at March 31, 2025 is ₹ 87.58 lakhs. The rate of interest during the year was BRLLR + SP + 3.60%.

Both the above facilities are secured under sole banking agreement as below:

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

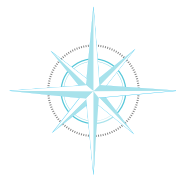
- (i) exclusive charge by way of hypothecation of subsidiary's stocks and book debts (both present and future);
 - (ii) charge over office premises of subsidiary situated at office no 604, 605 and 606, 6th floor, Pujit Plaza, CHSL, Plot no. 67, Sector 11, CBD Belapur, Navi Mumbai, Taluka and district Thane - 400614; and
 - (iii) 15% cash margin in the form of bank's own deposit in the name of the subsidiary company or its directors i.e., ₹ 18.75 lakhs.
- (ii) The vehicle loan from Bank of Baroda taken by subsidiary company, D2K Technologies India Private Limited, carries interest at 8.20% per annum and is repayable in 36 equal monthly installments. The loan is secured by way of hypothecation of the vehicle. The outstanding amount of vehicle loan as at March 31, 2025 is ₹ 2.01 lakhs.

18 Lease liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
18.1 Non-current lease liabilities		
Lease liabilities	761.29	755.20
Total non-current lease liabilities	761.29	755.20
18.2 Current lease liabilities		
Lease liabilities	436.51	332.88
Total current lease liabilities	436.51	332.88
Total lease liabilities (Non-current + Current)	1,197.80	1,088.08

19 Other financial liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
19.1 Other non-current financial liabilities		
Deferred consideration (Refer note 48)	2,616.31	3,328.97
Payable to employees	871.66	413.90
Total other non-current financial liabilities	3,487.97	3,742.87
19.2 Other current financial liabilities		
Unpaid dividend	13.06	13.30
Capital creditors	-	10.89
Deferred consideration	986.03	-
Payable to employees	4,368.11	4,457.55
Other liabilities	1,098.85	338.23
Total other current financial liabilities	6,466.05	4,819.97
Total financial liabilities (Non-current + Current)	9,954.02	8,562.84



Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

20 Provisions

Particulars	As at March 31, 2025	As at March 31, 2024
20.1 Non-current		
Provision for employee benefits		
Provision for compensated absences	344.14	313.59
Total non-current provisions	344.14	313.59
20.2 Current		
Provision for employee benefits		
Provision for compensated absences	244.96	227.12
Other employee benefits	19.49	22.00
Others		
Provision for pending litigations	-	815.90
Provision for service tax (Refer note 47)	-	15.91
Total current provisions	264.45	1,080.93
Total provisions (Non-current + Current)	608.59	1,394.52

21 Other liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Current		
Unearned revenue (refer note no 45)	7,071.15	5,970.34
Advance from customers	992.72	1,080.85
Statutory dues	1,336.78	1,062.46
Other liabilities	14.22	7.52
Total other current liabilities	9,414.87	8,121.17

22 Trade payables

Particulars	As at March 31, 2025	As at March 31, 2024
(A) Total outstanding dues of micro and small enterprises: and	53.92	34.48
(B) Total outstanding dues of creditors other than micro and small enterprises*	857.33	706.43
Total trade payables	911.25	740.91

*Includes dues to related parties (Refer note 39).

22.1 Disclosures relating to dues to Micro and Small Enterprises as defined under Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act"), to the extent information available with the Group.

Particulars	As at March 31, 2025	As at March 31, 2024
The principal amount remaining unpaid to any supplier at the year end	53.92	34.48
The amount of interest due on the amount remaining unpaid to any supplier 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 Act	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
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	-	-

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

22.2 Trade payables ageing schedule

As at March 31, 2025

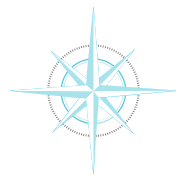
Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total outstanding dues of micro and small enterprises	-	-	53.92	-	-	-	53.92
Total outstanding dues of creditors other than micro and small enterprises	765.37	-	91.96	-	-	-	857.33
Disputed dues of micro and small enterprises	-	-	-	-	-	-	-
Disputed dues of creditors other than micro and small enterprises	-	-	-	-	-	-	-
Total	765.37	-	145.88	-	-	-	911.25

As at March 31, 2024

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total outstanding dues of micro and small enterprises	-	-	34.48	-	-	-	34.48
Total outstanding dues of creditors other than micro and small enterprises	572.38	-	118.47	10.76	-	4.82	706.43
Disputed dues of micro and small enterprises	-	-	-	-	-	-	-
Disputed dues of creditors other than micro and small enterprises	-	-	-	-	-	-	-
Total	572.38	-	152.95	10.76	-	4.82	740.91

23 Current tax liabilities (net)

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for income tax (net of advance income tax of respective tax jurisdiction to the extent permissible)	163.98	12.12
Total current tax liabilities (net)	163.98	12.12



Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

24 Revenue from operations

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Sale of services (Refer note 45)		
Rating & ancillary services	29,297.26	25,526.79
Research & analytics	20,402.81	18,896.47
Total sale of services	49,700.07	44,423.26
Other operating revenue		
Advances received from customers written back	73.79	151.32
Others	28.26	36.89
Total other operating revenue	102.05	188.21
Total revenue from operations	49,802.12	44,611.47

25 Other income

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest income under the effective interest method on:		
- Fixed deposits	1,687.98	1,512.55
- Investments carried at amortised cost	-	21.23
- Security deposits carried at amortised cost	62.97	52.22
Interest income on:		
- Income tax refund	45.15	3.84
- Others	0.11	0.17
Gain on financial assets carried at FVTPL (net)	5,275.68	4,897.14
Gain on sale of financial assets carried at FVTPL (net)	639.36	430.45
Net income on foreign exchange fluctuations	-	31.97
Rental income	3.86	2.00
Reversal of loss allowance and other liabilities written back	15.42	436.06
Profit on sale of property, plant and equipment (net)	6.45	59.12
Miscellaneous income	4.16	50.14
Total other income	7,741.14	7,496.89

26 Employee benefit expenses

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Salaries, wages and bonus	23,879.55	22,061.16
Contribution to provident fund and other funds (Refer note 36)	920.68	908.84
Share-based payment to employees	356.17	165.34
Staff welfare expense	956.42	900.64
Total employee benefits expense	26,112.82	24,035.98

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

27 Finance costs

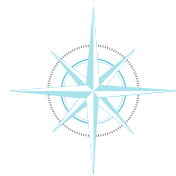
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest cost on deferred consideration (Refer note 48)	273.29	627.87
Interest expense on financial liabilities measured at amortized cost	25.42	47.33
Interest on lease liabilities	121.62	124.36
Other interest costs	60.00	241.29
Total finance costs	480.33	1,040.85

28 Depreciation and amortisation expense

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Depreciation on property, plant and equipment	560.56	615.35
Depreciation on right-of-use assets	439.20	393.50
Amortisation on intangible assets	639.71	337.59
Total depreciation and amortisation expense	1,639.47	1,346.44

29 Other expenses

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Electricity and water	146.91	152.65
Rent (Refer note 46)	100.51	112.27
Repairs and maintenance - Building	171.27	167.01
Repairs and maintenance - Others	346.14	482.71
Software licence and maintenance expenses	1,389.57	1,039.57
Insurance	78.40	71.45
Rates and taxes	113.51	153.97
Communication	373.63	337.57
Printing and stationery	32.79	29.30
Books and periodicals	107.47	146.83
Travelling and conveyance	449.09	332.00
Directors' sitting fees	54.36	49.14
Remuneration to non-executive directors	69.06	67.50
Legal and professional charges	1,643.56	1,814.34
Conference and meeting	79.18	21.67
Advertisement	18.03	26.25
Auditor's remuneration (Refer note 38)	83.08	87.12
Technical services	8.56	11.34
Loss allowance (including bad debts/advances written off)	181.34	142.50
Corporate social responsibility (Refer note 32)	309.41	273.36
Fees and subscription	18.31	24.06
Recruitment	112.22	100.82
Loss on foreign exchange fluctuations	3.95	-
Loss on sale/write off of property, plant and equipment (net)	3.97	0.39
Miscellaneous	19.28	55.25
Total other expenses	5,913.60	5,699.07



Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

30 Contingent liabilities and commitments

a) Claims against the Company and not acknowledged as debt

Particulars	As at March 31, 2025	As at March 31, 2024
Income tax*	115.46	286.74
Service tax	1.40	1.40
Goods and services tax	40.75	19.03
Others	-	12.09
Total	157.61	319.26

*Includes interest amount till the order issued by the department .

The Group is contesting the demands and the management believes 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.

Additionally, It is not practicable for the Group to estimate the timings of cash outflows, if any, in respect of the pending resolution of the respective proceedings as it is determinable only on receipt of judgements/decisions pending with various forums/authorities. The Group does not expect any reimbursements in respect of the contingent liabilities.

b) Commitments

Particulars	As at March 31, 2025	As at March 31, 2024
Estimated amount of contract remaining to be executed on capital account and not provided for	8.75	6.72
Total	8.75	6.72

31 Other matters

- During the previous year, ICRA Limited ('Company') received an arbitral award in a case brought by an ex-employee against the Company. In April 2025, the Company entered into a voluntary settlement agreement with the ex-employee, resolving the matter on mutually agreed terms.
- The Securities and Exchange Board of India ("SEBI") had enhanced the penalty amount from ₹ 25 lakhs to ₹ 1 crore during the quarter ended September 30, 2020 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 had deposited the enhanced penalty amount under protest and had filed an appeal with the Securities Appellate Tribunal contesting the said order. The said appeal is under review.

32 Corporate Social Responsibility ('CSR') 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 regulations prevailing in Nepal, ICRA Nepal Limited is required to allocate 1% of profit on CSR activities.

The expenditure incurred/to be incurred on CSR activities is as under:

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
a) Gross amount required to be spent by the group during the year	306.40	273.19
b) Amount spent during the year		
i) Construction/acquisition of any asset	-	-
ii) On purposes other than (i) above	309.41	273.36
Total	309.41	273.36
c) (Excess)/shortfall for the year	(3.01)	(0.18)
d) Total of previous year shortfall/(excess)	-	-
e) Details of related party transactions	Not applicable	Not applicable
f) Where a provision is been made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the period/year should be shown separately.	-	-
g) Nature of CSR activities: - Education of underprivileged women, youth and children with an objective to empower them with employment skills and create livelihood opportunities; - Specific initiatives in the areas of special education and mental health; and - Investor education and awareness raising programmes.		
h) Reason for shortfall	Not applicable	Not applicable

33 Earnings per share

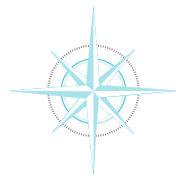
a) Basic earnings per share

Basic earnings per share is calculated by dividing the profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The calculations of profit attributable to equity shareholders, 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, 2025	For the year ended March 31, 2024
(i) Profit attributable to the equity holders		
Profit for the year, attributable to the equity shareholders	17,000.93	15,109.45
(ii) Weighted average number of equity shares		
Opening balance	9,651,231	9,651,231
Shares held by ESOP Trust	(30,683)	(31,950)
Number of equity shares for the year	9,620,548	9,619,281
Weighted average number of equity shares for the year	9,619,991	9,619,281
(iii) Basic earnings per share (face value ₹ 10 per share) [(i)/(ii)]	176.73	157.07

b) Diluted earnings per share

Diluted earnings per share is calculated by dividing the profit attributable to equity shareholders after adjustment of 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 shareholders, 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:



Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
(i) Profit for the year, attributable to the equity holders (diluted)	17,000.93	15,109.45
(ii) Weighted average number of equity shares (diluted)		
Weighted average number of equity shares in calculating basic EPS	9,619,991	9,619,281
Effect of dilution:		
Potential equity shares on exercise of options	12,408	5,187
Weighted average number of equity shares in calculating diluted EPS	9,632,399	9,624,468
(iii) Diluted earnings per share (face value ₹ 10 per share) [(i)/(ii)]	176.50	156.99

34 Dividend on equity shares

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Dividend on equity shares declared and paid during the year		
Final dividend of ₹ 100 per share for financial year 2023-24 (₹ 130 per share for financial year 2022-23)	9,651.23	12,546.60
Proposed dividend on equity shares of Holding Company not recognised as liability		
Final dividend of ₹ 60 per share for financial year 2024-25 (₹ 100 per share for financial year 2023-24)	5,790.74	9,651.23
Proposed dividend on equity shares of Subsidiary Company (viz. ICRA Analytics Limited) not recognised as liability		
Nil for financial year 2024-25 (₹ 27 per share for financial year 2023-24)	-	2,686.89

35 Remittance by the Company in foreign currency for dividend

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Proposed dividend remitted	1,949.72	2,534.64
Number of non resident shareholders	1	1
Number of shares held	1,949,722	1,949,722
Year to which proposed dividend relates	2023-24	2022-23

36 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 schemes aggregate to ₹ 920.68 lakhs for the year ended March 31, 2025 (previous year ₹ 908.84 lakhs) and is included in "Employee benefits expense".

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 service, 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 exposes the group to actuarial risks, such as interest rate risk and market (investment) risk.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

(i) Reconciliation of the net defined benefit liability/(asset)

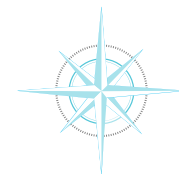
Particulars	As at March 31, 2025	As at March 31, 2024
Changes in the present value of the defined benefit obligations		
Defined benefit obligations at the beginning of the year	2,189.81	1,810.93
Current service cost	240.36	194.06
Interest expense/(income)	143.51	122.75
Benefits directly paid by the Group	(236.32)	(242.22)
- changes in financial assumptions	84.31	115.67
- experience adjustments	20.40	103.74
Acquisition through business combination (Refer note 48)	-	84.88
Defined benefit obligations at the end of the year	2,442.07	2,189.81
Changes in the fair value of plan assets		
Fair value of plan assets at the beginning of the year	2,326.56	2,030.96
Contribution to the plan assets	50.00	145.00
Interest income on plan assets	163.20	149.36
Actuarial gain/(loss) on plan assets	15.72	1.24
Fair value of plan assets at the end of the year	2,555.48	2,326.56
Net defined benefit liability/(asset) of the Group	(113.41)	(136.75)

(ii) Expense recognised during the year

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Expense recognised in consolidated statement of profit and loss		
Current service cost	240.36	194.06
Net interest expense/(income)	(19.69)	(26.61)
	220.67	167.45
Remeasurement (gain)/loss recognised in other comprehensive income		
Actuarial (gain)/loss on defined benefit obligation	104.71	219.41
Actuarial (gain)/loss on plan assets	(15.72)	(1.24)
	88.99	218.17

(iii) Plan assets comprise of the following:

Particulars	As at March 31, 2025	As at March 31, 2024
Kotak Group Bond Fund	1,005.87	1,259.06
Kotak Gratuity Group Plan	356.08	-
Kotak Secure Return Employee Benefit Plan	50.00	-
Kotak Assured Return Employee Benefit Plan	1,143.53	1,067.50
Total	2,555.48	2,326.56



Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

(iv) Actuarial assumptions

Principal actuarial assumptions at the reporting date are as under:

Particulars	As at March 31, 2025	As at March 31, 2024
Discount rate (p.a.)	6.50%	6.90% - 7.00%
Future salary escalation rate (p.a.)		
- For first five years	8% - 10%	8% - 12%
- Thereafter	7% - 10%	7% - 12%
Withdrawal rate (p.a.)	12% - 20%	12% - 25%
Retirement age (in years)	60	58 - 60
Mortality rate	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, 2025 the weighted-average duration of the defined benefit obligation was 4 years to 7 years (previous year: 3-7 years).

(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, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Assumptions				
Discount rate				
Increase	0.50%	0.50%	(60.19)	(52.85)
Decrease	0.50%	0.50%	63.48	55.69
Future salary escalation rate				
Increase	0.50%	0.50%	42.15	41.57
Decrease	0.50%	0.50%	(50.08)	(40.48)
Withdrawal rate				
Increase	5.00%	5.00%	(29.10)	(16.59)
Decrease	5.00%	5.00%	34.16	11.30

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, 2025	As at March 31, 2024
Within one year	422.87	399.02
Later than one year but not later than five years	1,603.63	1,472.28
Later than five years	1,776.80	1,654.18

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

37 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 Holding 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.

During the current year, the Holding Company has granted options to the eligible employees of the Holding Company and its subsidiaries under the above scheme. The key terms and conditions related to the grants under these plans are as follows; all options are to be settled by the delivery of shares.

Grant date	No. of options granted	Vesting period	Exercise price (₹)	Fair value of option at grant date (₹)
1-Jul-23	7,600.00	Year 1: 33%	10	5,237.05
1-Jul-24	9,897.00	Year 2: 33% Year 3: 34%	10	5,487.33

The fair value of the options has been measured using the Black-Scholes Option Pricing Model. The inputs used in the measurement of the fair values at grant date were as follows.

Grant date	Expected life (in years)	Volatility (%)	Risk free rate (%)	Dividend yield (%)	Market price (₹)	Fair value (₹)
1-Jul-23	2.50 - 4.51	30.77 - 32.60	6.89 - 6.94	0.52	5,341.65	5,237.05
1-Jul-24	2.50 - 4.50	25.40 - 31.02	6.86 - 6.90	1.71	5,834.55	5,487.34

The following table illustrates the number and weighted average exercise prices of, and movements in, share options are as under:

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of options	Weighted average exercise price (₹)	No. of options	Weighted average exercise price (₹)
Outstanding at the beginning of the year	6,914	-	-	-
Granted during the year	9,897	10	7,600	10
Forfeited during the year	(801)	10	(686)	10
Exercised during the year	(1,267)	-	-	-
Outstanding at the end of the year	14,743	10	6,914	10
Exercisable at the end of the year	5,470	-	-	-

During the current year ended March 31, 2025, an amount of ₹ 356.17 lakhs (previous year ₹ 165.34) has been charged to the consolidated statement of profit and loss against the options granted during the current year as "Share-based payment to employees" in accordance with the above-mentioned ESOS Scheme. (Refer note 26).

38 Remuneration to auditor (excluding goods and service tax)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Audit fees	54.25	48.56
Limited review fees	17.93	17.73
Tax audit fees	5.50	9.54
Other certification services fees	0.30	3.15
Reimbursement of expenses	5.10	8.14
Total*	83.08	87.12

*includes ₹ 8.45 lacs paid to predecessor auditors.



Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

39 Related party transactions

A. List of related parties

a) Related parties and nature of related party relationships where control exists

i) Ultimate holding company

Moody's Corporation

ii) Companies having substantial interest

Moody's Investment Company India Private Limited

Moody's Singapore Pte Limited

b) Related parties and nature of related party relationship with whom transactions have taken place during the year

i) Trusts

ICRA Limited Employees Group Gratuity Scheme

ICRA Online Limited Employees Group Gratuity Scheme

ICRA India Limited Employees Provident Fund Trust

ii) 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

Moody's Analytics Inc.

Moody's Investors Service Singapore Pte Limited

Moody's Analytics Singapore Pte. Ltd.

Moody's Analytics UK Ltd

iii) Others

Caspian Impact Investments Pvt. Ltd

(up to November, 2024)

TVS Industrial & Logistics Parks Private Limited

(w.e.f. August, 2024)

c) Key management personnel (KMP)

Mr. Ramnath Krishnan

Managing Director & Group C.E.O.

Mr. Venkatesh Viswanathan

Group CFO

Mr. Amit Kumar Gupta

General Counsel

Mr. S. Shakeb Rahman

Company Secretary

Independent directors

Mr. Palamadai Sundararajan Jayakumar

(w.e.f. November 1, 2024)

Mr. Pradip Manilal Kanakia

(w.e.f. November 1, 2024)

Ms. Anuranjita Kumar

(w.e.f. December 1, 2024)

Mr. Arun Duggal

(up to November 10, 2024)

Ms. Ranjana Agarwal

(up to November 10, 2024)

Ms. Radhika Vijay Haribhakti

(up to December 3, 2024)

Non-executive and non-independent directors

Ms. Wendy Huay Huay Cheong

Mr. Stephen Arthur Long

Ms. Shivani Priya Mohini Kak

Mr. Michael Foley

(up to July 31, 2024)

Mr. Brian Joseph Cahill

(w.e.f. August 1, 2024)

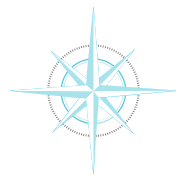
Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

B. Transactions and balances with related parties

	Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	As at March 31, 2025	As at March 31, 2024
a)	Related parties where control exists:				
(i)	Ultimate Holding Company				
1	Moody's Corporation				
	Technical services received	1.37	3.00	-	-
	Revenue from knowledge services rendered	67.83	64.31	-	-
	Trade payables	-	-	1.29	6.45
	Trade receivables	-	-	5.92	5.61
(ii)	Companies having substantial interest				
1	Moody's Investment Company India Private Limited				
	Dividend paid by the Holding Company	3,055.90	3,972.67	-	-
2	Moody's Singapore Pte Limited				
	Dividend paid by the Holding Company	1,949.72	2,534.64	-	-
b)	Related parties with whom transactions have taken place during the year				
(i)	Trusts				
1	ICRA Limited Employees Group Gratuity Scheme				
	Other assets - Advance paid to gratuity trust	-	-	306.05	248.51
2	ICRA Online Limited Employees Group Gratuity Scheme				
	Amount contributed for gratuity during the year	50.00	145.00	-	-
	Other assets - Advance paid to gratuity trust	-	-	-	6.11
3	ICRA India Limited Employees Provident Fund Trust	-	17.83	-	-
	Amount received on closure of Trust				
(ii)	Fellow subsidiaries				
1	Moody's Investors Service India Private Limited				
	Rental income	3.98	2.00	-	-
	Reimbursement of expenses received/receivable	-	1.00	-	-
	Other financial assets - Recoverable from related parties	-	-	0.36	0.37
2	Moody's Investors Service Inc.				
	Revenue from knowledge services rendered	9,931.77	8,663.15	-	-
	Reimbursement of expenses received/receivable	27.40	13.98	-	-
	Trade payables (Provision for rebate)	-	-	18.61	16.65
	Trade receivables	-	-	862.46	788.13
3	MIS Quality Management Corp.				
	Trademark license fees	8.56	8.34	-	-
	Trade payables	-	-	8.00	7.79
4	Moody's Investors Service Hong Kong Limited				
	Reimbursement of expenses paid/payable	4.10	-	-	-



Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

	Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	As at March 31, 2025	As at March 31, 2024
	Trade Payables	-	-	-	1.50
5	Moody's Analytics Inc				
	Revenue from knowledge services rendered	5,049.77	6,268.30	-	-
	Revenue from market data services rendered	52.21	4.23		
	Reimbursement of expenses received/receivable	4.02	-		
	Trade receivables	-	-	428.51	895.58
	Trade payables	-	-	8.55	12.09
	Other current liabilities - unearned revenue	-	-	49.14	-
6	Moody's Investors Service Singapore Pte Limited				
	Reimbursement of expenses received/receivable	32.06	32.44	-	-
	Other financial assets - recoverable from related parties			32.06	-
7	Moody's Analytics Singapore Pte. Ltd.				
	Software expenses	23.24	10.44	-	-
	Reimbursement of expenses paid/payable	-	1.62	-	-
	Other current assets - Prepayments	-	-	9.01	5.22
	Trade payables	-	-		2.39
8	Moody's Analytics UK Ltd				
	Trade payables	-	-	1.45	1.49
(iii)	Others				
	Caspian Impact Investments Pvt. Ltd	2.25	5.43	-	-
	TVS Industrial & Logistics Parks Private Limited	1.81	-	-	-
c)	Key management personnel				
1	Mr. Ramnath Krishnan				
	Short-term benefits	474.52	523.82	-	-
	Post-employment benefits	18.82	28.37	-	-
	Other long-term benefits	57.60	53.70	-	-
	Employees stock options outstanding	47.28	26.45	-	-
	Reimbursement of expenses	0.69	1.80	-	-
	Current provisions - other employee benefits	-	-	137.43	208.78
	Other financial liabilities - payable to employees	-	-	70.59	53.28
2	Mr. Venkatesh Viswanathan				
	Short-term benefits	177.95	178.76	-	-
	Post-employment benefits	9.49	7.51	-	-
	Other long-term benefits	19.68	9.57	-	-
	Employees stock options outstanding	9.47	-	-	-
	Reimbursement of expenses paid	0.55	0.36	-	-
	Current provisions - other employee benefits	-	-	51.75	52.57
	Other financial liabilities - payable to employees	-	-	17.64	8.78
3	Mr. Amit Kumar Gupta				
	Short-term benefits	168.91	161.69	-	-
	Post-employment benefits	6.86	6.43	-	-
	Other long-term benefits	23.60	21.50	-	-
	Employees stock options outstanding	17.35	9.34	-	-
	Reimbursement of expenses paid	0.18	0.20	-	-
	Current provisions - other employee benefits	-	-	43.05	44.07

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

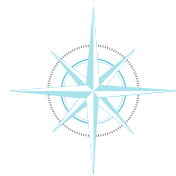
(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

	Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	As at March 31, 2025	As at March 31, 2024
	Other financial liabilities - payable to employees	-	-	25.55	19.41
4	Mr. S. Shakeb Rahman				
	Short-term benefits	46.67	53.74	-	-
	Post-employment benefits	3.64	4.57	-	-
	Other long-term benefits	7.50	5.37	-	-
	Employees stock options outstanding	1.43	0.70	-	-
	Dividend paid by the Company	0.30	0.39	-	-
	Current provisions - other employee benefits	-	-	11.17	22.04
	Other financial liabilities - payable to employees	-	-	7.74	4.22
5	Mr. Arun Duggal				
	Remuneration to non-executive directors	15.34	25.00	-	-
	Sitting fees	9.00	12.00	-	-
	Reimbursement of expenses paid	15.29	26.19	-	-
	Trade payables	-	-	13.81	23.85
6	Ms. Ranjana Agarwal				
	Remuneration to non-executive directors	13.80	22.50	-	-
	Sitting fees	13.50	21.75	-	-
	Trade payables	-	-	12.43	22.95
7	Ms. Radhika Vijay Haribhakti				
	Remuneration to non-executive directors	13.53	20.00	-	-
	Sitting fees	8.25	12.75	-	-
	Reimbursement of expenses paid	-	-	-	-
	Trade payables	-	-	12.18	19.35
8	Mr. Palamadai Sundararajan Jayakumar				
	Remuneration to non-executive directors	10.42	-	-	-
	Sitting fees	3.75	-	-	-
	Trade payables	-	-	9.38	-
9	Ms. Anuranjita Kumar				
	Remuneration to non-executive directors	6.67	-	-	-
	Sitting fees	2.25	-	-	-
	Trade payables	-	-	4.59	-
10	Mr. Pradip Manilal Kanakia				
	Remuneration to non-executive directors	9.30	-	-	-
	Sitting fees	6.00	-	-	-
	Trade payables	-	-	8.37	-

40 Financial instruments

40.1 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, 2025 and March 31, 2024.



Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

a) Fair value of financial assets

Particulars	Carrying values		Fair values	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Financial assets measured at fair value through profit or loss				
Investment in equity shares	125.37	152.04	125.37	152.04
Investments in mutual funds	77,150.02	81,192.03	77,150.02	81,192.03
Total (A)	77,275.39	81,344.07	77,275.39	81,344.07
Financial assets measured at amortised cost				
Loans	1.64	3.24	1.64	3.24
Trade receivables	4,759.47	5,108.99	4,759.47	5,108.99
Cash and cash equivalents	3,512.09	1,047.70	3,512.09	1,047.70
Bank balances other than cash and cash equivalents	24,640.48	14,505.98	24,640.48	14,505.98
Other financial assets	4,410.65	2,090.95	4,410.65	2,090.95
Total (B)	37,324.33	22,756.86	37,324.33	22,756.86
Total (A+B)	114,599.72	104,100.93	114,599.72	104,100.93

b) Fair value of financial liabilities

Particulars	Carrying values		Fair values	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Financial liabilities measured at fair value through profit or loss				
Others financial liabilities	2,616.31	-	2,616.31	-
Total (A)				
Financial liabilities measured at amortised cost				
Borrowings	115.75	180.18	115.75	180.18
Lease liabilities	1,197.80	1,088.08	1,197.80	1,088.08
Trade payables	911.25	740.91	911.25	740.91
Others financial liabilities	7,337.71	8,562.84	7,337.71	8,562.84
Total (B)	9,562.51	10,572.01	9,562.51	10,572.01
Total (A+B)	12,178.82	10,572.01	12,178.82	10,572.01

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 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 in corporate deposits, trade payables, other financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments. These are valued at level 3.

40.2 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.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

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 Group's assets and liabilities:

Quantitative disclosures fair value measurement hierarchy for financial assets and liabilities as at March 31, 2025

Particulars	Level 1	Level 2	Level 3	Total
Financial assets:				
Financial assets measured at fair value through profit or loss				
Investment in equity shares	125.37	-	-	125.37
Investment in mutual funds	77,150.02	-	-	77,150.02
Total	77,275.39	-	-	77,275.39
Financial liabilities:				
Financial assets measured at fair value through profit or loss				
Other non-current financial liability - deferred consideration	-	-	2,616.31	2,616.31
Other current financial liability - deferred consideration	-	-	986.03	986.03
Total	-	-	3,602.34	3,602.34

There have been no transfers between Level 1 and Level 2 during the year.

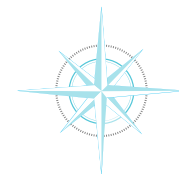
Quantitative disclosures fair value measurement hierarchy for financial assets and liabilities as at March 31, 2024

Particulars	Level 1	Level 2	Level 3	Total
Financial assets:				
Financial assets measured at fair value through profit or loss				
Investment in equity shares	152.04	-	-	152.04
Investment in mutual funds	81,192.03	-	-	81,192.03
Total	81,344.07	-	-	81,344.07
Financial liabilities:				
Financial assets measured at fair value through profit or loss				
Other non-current financial liability - deferred consideration	-	-	3,328.97	3,328.97
Total	-	-	3,328.97	3,328.97

There have been no transfers between Level 1 and Level 2 during the year.

40.3 Financial risk management

The Group's principal financial liabilities comprises of trade and other payables, employee liabilities, payable for fixed assets and payable to related parties. The main purpose of these financial liabilities is to finance the Group's operations and to provide guarantees to support its operations. The Group's principal financial assets includes investments, loans, trade receivables, cash and cash equivalents and other bank balances.



Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

The Group is exposed to various risks in relation to financial instruments. The Group's financial assets and liabilities are summarised in note 40.1. 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.

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 40.1. 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 ₹ 772.75 lakhs and ₹ 813.44 lakhs for the year ended March 31, 2025 and March 31, 2024 respectively.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency). The Company evaluates exchange rate exposure arising from these transactions and take necessary actions. The Company follows established risk management policies and doesn't hedge the exposures in these currencies.

Foreign currency exposure not hedged by derivative instrument:

Particulars	As at March 31, 2025		As at March 31, 2024	
	USD (in lakhs)	₹ (in lakhs)	USD (in lakhs)	₹ (in lakhs)
Contract assets - unbilled revenue	15.38	1,314.13	0.25	20.84
Trade receivables	0.04	3.56	21.37	1,781.32
Trade payables	0.23	19.29	0.38	31.70

Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in USD exchange rates, with all other variables held constant. The impact on the Group's profit before tax is due to changes in the fair value of monetary assets and liabilities including non-designated foreign currency derivatives and embedded derivatives. The Company's exposure to foreign currency changes for all other currencies is not material.

Particulars	Change in USD rate	For the year ended March 31, 2025	For the year ended March 31, 2024
Effect on profit before tax	+5%	64.92	88.52
	-5%	(64.92)	(88.52)

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 reviews its receivables from customer for any non-recoverability of the dues, taking into account the inputs from business development team and ageing of trade receivables. The

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

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 loss allowance for trade receivables is as follows:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Balance at the commencement of the year	539.63	472.50
Provided during the year	232.95	184.93
Acquisition through business combination (Refer note 48)	-	0.10
Utilisation during the year	(287.51)	(117.90)
Balance at the end of the year	485.07	539.63

The following table provides information about the exposure to credit risk and loss allowance for trade receivables as at March 31, 2025

Particulars	Weighted average loss rate	Gross carrying amount	Loss allowance
1-90 days	0.28%	4,490.80	12.41
91-180 days	8.33%	234.96	19.57
181-270 days	33.45%	82.28	27.52
271-365 days	54.26%	23.89	12.96
Over 1 year	100.00%	412.61	412.61
Total		5,244.54	485.07

The following table provides information about the exposure to credit risk and loss allowance for trade receivables as at March 31, 2024

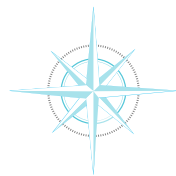
Particulars	Weighted average loss rate	Gross carrying amount	Loss allowance
1-90 days	0.23%	4,958.36	11.19
91-180 days	17.80%	172.94	30.78
181-270 days	34.88%	23.28	8.12
271-365 days	96.14%	40.20	38.65
Over 1 year	99.35%	453.84	450.89
Total		5,648.62	539.63

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 asset. For the Group, liquidity risk arises from obligations on account of financial liabilities - borrowings, lease liabilities, trade payables 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 Group's liquidity position through forecasts on the basis of expected cash flows.



Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

The table below summarises the maturity profile of the Group's financial liabilities are as under:

As at March 31, 2025

Particulars	Carrying amount	Contractual cash flows			Total
		< 1 year	1 to 3 years	> 3 years	
Borrowings	115.75	53.17	862.58	-	915.75
Lease liabilities	1,197.80	536.82	681.22	186.46	1,404.50
Trade payables	911.25	911.25	-	-	911.25
Other financial liabilities	9,954.02	9,631.41	3,915.15	-	13,546.56
Total	12,178.82	11,132.65	5,458.95	186.46	16,778.06

As at March 31, 2024

Particulars	Carrying amount	Contractual cash flows			Total
		< 1 year	1 to 3 years	> 3 years	
Borrowings	180.18	91.98	69.49	55.87	217.34
Lease liabilities	1,088.08	426.76	709.36	164.84	1,300.96
Trade payables	740.91	740.91	-	-	740.91
Other financial liabilities	8,562.84	4,786.13	5,127.64	-	9,913.77
Total	10,572.01	6,045.78	5,906.49	220.71	12,172.98

Liquidity sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in assumptions, with all other variables held constant, that would have affected other non-current financial liability:

Particulars	Change in parameter	For the year ended	For the year ended
		March 31, 2025	March 31, 2024
Discount rate	+1%	19.43	(15.19)
	-1%	(25.31)	15.49
Revenue	+1%	0.82	2.68
	-1%	(0.14)	(2.26)
EBITDA	+1%	11.03	9.21
	-1%	(11.03)	(9.22)

40.4 Capital management

The Company's primary objective in managing capital is to enhance the shareholder value. Capital includes equity capital share capital, share premium and all other reserves and surpluses attributable to equity shareholders. Surplus fund is currently invested in income generating mutual funds and fixed deposits in line with its investment policy.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2025 and March 31, 2024.

41 Transfer pricing

The Indian entities of the Group have 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.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

42 Treasury shares

Particulars	For the year ended March 31, 2025		For the year ended March 31, 2024	
	No. of Shares [*]	Amount	No. of Shares [*]	Amount
At the commencement of the year	31,950	105.44	31,950	105.44
Exercised during the year	(1,267)	(4.19)	-	-
At the end of the year	30,683	101.25	31,950	105.44

^{*}Represents unissued shares (including shares against options expired or lapsed)

43 Other comprehensive income

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
(i) Items that will not be reclassified to profit and loss		
Remeasurement (losses)/gains of defined benefit obligation/plan assets (Refer note 36)	(89.00)	(218.17)
Income tax relating to items that will not be reclassified to profit and loss	22.62	55.13
(ii) Items that will be reclassified to profit and loss		
Exchange difference (losses)/gains on translation of foreign operations	2.51	14.05
Income tax relating to items that will be reclassified to profit or (loss)	-	-
Total other comprehensive income, net of tax (i+ii)	(63.87)	(148.99)

44 Following is the summary of changes in carrying amount of goodwill

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Balance at the commencement of the year	3,018.85	122.53
Add: Acquisition through business combination (Refer note 48)	-	2,896.32
Balance at the end of the year	3,018.85	3,018.85

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, 2025 and March 31, 2024 respectively. Allocation of Goodwill by segments as of March 31, 2025 and March 31, 2024 is as follows:

Particulars	As at March 31, 2025	As at March 31, 2024
Research & analytics	3,018.85	3,018.85

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, 2025, 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.



Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

Following key assumptions were considered while performing Impairment testing:

Particulars	As at March 31, 2025	As at March 31, 2024
Discount rate (pre tax) (%)	15.80%	17.00%
Revenue growth rate range (%)	8.60% - 33.60%	7.70% - 42.30%
Terminal value growth rate (%)	5.00%	5.00%

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.

45 Revenue disclosures

a) Revenue recognised in the current year

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Sale of services		
Rating & ancillary services	28,576.77	25,513.80
Research & analytics	21,123.30	18,909.46
Total	49,700.07	44,423.26

b) Revenue recognised from last years' unearned revenue

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Sale of services		
Rating & ancillary services	5,503.98	4,478.74
Research & analytics	375.65	306.49
Total	5,879.63	4,785.23

c) Unearned revenue

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue to be recognised in:		
FY 2024-25	-	5,871.78
FY 2025-26	7,006.16	11.65
FY 2026-27	35.40	1.45
Revenue to be recognised on completion of milestones	29.59	85.46
Total	7,071.15	5,970.34

d) Unbilled revenue

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Expected billing milestone:		
FY 2024-25*	670.94	728.43
Total	670.94	728.43

*includes contract assets classified as trade receivables where only act of invoicing is pending.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

e) Disaggregation of revenue

Timing of recognition of revenue from sale of services

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
At a point in time	9,938.62	6,481.18
Over time	39,761.45	37,942.08
Total	49,700.07	44,423.26

Geographic revenue from sale of services

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Within India	33,526.82	28,052.56
Outside India	16,173.25	16,370.70
Total	49,700.07	44,423.26

f) Contract balances

Particulars	As at March 31, 2025	As at March 31, 2024
Receivables, which are included in trade receivables	4,759.47	5,108.99
Contract assets (unbilled revenue)	458.52	389.97
Contract liabilities (unearned revenue)	7,071.15	5,970.34

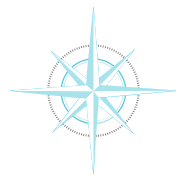
g) The amount of revenue from contracts with customers recognised in the consolidated statement of profit and loss is the contracted price.

46 Leases

A As a lessee

- a) The Group'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 Group's business needs. Management exercises significant judgement in determining whether these extension and termination options are reasonably certain to be exercised.
- b) The entities has discounted lease payments using the applicable incremental borrowing rate, which ranges 10% - 12% for measuring the lease liability.
- c) **The movement in lease liabilities during the year ended March 31, 2025 and March 31, 2024 is as follows:**

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Balance at the beginning of the year	1,088.08	1,302.85
Addition made during the year	488.14	347.17
Acquisition through business combination	-	8.25
Deletion made during the year	-	(231.07)
	1,576.22	1,427.20
Finance cost accrued during the year	121.62	124.36
Payment of lease liabilities	(500.04)	(463.48)
Balance at the end of the year	1,197.80	1,088.08



Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, 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	For the year ended March 31, 2025	For the year ended March 31, 2024
Current lease liabilities	436.51	332.88
Non-current lease liabilities	761.29	755.20
Total	1,197.80	1,088.08

e) The contractual maturity of lease liabilities on an undiscounted basis is as follows:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Not later than one year	536.01	426.76
Later than one year but not later than five years	854.03	808.52
Later than five years	34.17	65.68
Total	1,424.21	1,300.96

f) Amount recognized in the standalone statement profit and loss

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest expense on lease liabilities	121.62	124.36
Expense relating to short-term lease and lease of low value assets	100.51	112.27

g) Amount recognised in the consolidated statement of cash flows

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Payment of lease liabilities (financing activity)	378.43	339.12
Interest paid on lease liabilities (financing activity)	121.62	124.36
Payment of short-term leases (operating activity)	100.51	112.27
Impact on the consolidated statement of cash flows for the year	600.56	575.75

B As a lessor

The Group has let out 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 ₹ 2 lakhs (previous year ₹ 2 lakhs) have been recognised in the consolidated statement of profit and loss.

47 The movement of provisions are as under:

Particulars	Provision for pending litigations		Provision for service tax		Provision for onerous contracts	
	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2025	For the year ended March 31, 2024
Opening balance	815.90	-	15.91	15.91	-	60.47
Additions during the year	60.00	815.90	-	-	-	-
Reversal during the year*	(875.90)	-	(15.91)	-	-	(60.47)
Closing balance	-	815.90	-	15.91	-	-

*Refer note 31(a), subsequent to the settlement it has been classified into financial liabilities.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

48 Business combination - Acquisition of D2K Technologies India Private Limited (D2K)

On October 20, 2023, the Group, through its wholly-owned subsidiary, ICRA Analytics Limited, signed Share Purchase Agreement and Investment Agreement for acquiring 60% equity interest in D2K by purchasing 60,000 equity shares from existing shareholders of D2K for a consideration of ₹ 1,538.40 lakhs. D2K is an established provider of software solutions to banks and other financial institutions to meet regulatory compliances, enhance their business processes, improve customer acquisition and retention, and build robust analytical platforms. This investment will widen the Group's risk products suite, enable it to expand in credit risk monitoring and reporting segments and give access to a strong and experienced team with deep domain expertise and market understanding.

The acquisition has been consummated on November 10, 2023 and the Group paid ₹ 1,538.40 lakhs in cash. As part of the acquisition, the Group has committed to buy-out the balance 40% equity shares from the remaining shareholders on specified dates in a manner stipulated under the Investment Agreement. Accordingly, the fair value of balance consideration payable to remaining shareholders of D2K of ₹ 2,701.10 lakhs has been recognised by the Group as deferred consideration at the date of acquisition and the acquisition has been accounted as per anticipated-acquisition method.

Further, an amount of ₹ 627.87 lakhs has been debited in previous year and ₹ 273.29 lakhs has been debited in current year to the statement of profit and loss on account of re-measurement of such liability at balance sheet date.

The total purchase consideration of ₹ 4,238.50 lakhs has been allocated based on based on determination of fair values at the date of acquisition as follows:

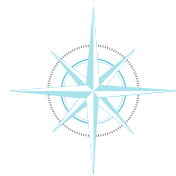
Particulars	Amount
Net assets (including cash and cash equivalents of ₹ 8.79 lakhs)	222.15
Property, plant and equipment	
Building	501.00
Other items of property, plant and equipment	61.93
Intangible assets	
Software platform	868.00
Customer relationships	548.00
Trademarks	-
Deferred tax liabilities	(200.94)
Borrowings	(657.96)
Goodwill	2,896.32
Purchase consideration	4,238.50

Goodwill is non tax deductible and has been allocated to the CGU "D2K Technologies India Private Limited".

The excess of the purchase consideration paid over the fair value of net assets acquired has been attributed to goodwill. Goodwill majorly includes the value expected from increase in revenues from various new streams of business, addition of new customers and assembled workforce and estimated synergies which does not qualify as an intangible asset.

The Group has incurred ₹ 169.57 lakhs towards acquisition related costs. These amounts have been included in legal and professional charges in the consolidated statement of profit and loss for the year ended March 31, 2024.

The operations of D2K have been consolidated in the financial statements of the Group from November 1, 2023. During the year ended March 31, 2025, D2K contributed revenue of ₹ 2,504.91 lakhs (previous year: ₹ 1,001.22 lakhs) and total comprehensive loss of ₹ 215.80 (previous year ₹ 32.58 lakhs) to the Group's result.



Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

49 Segment information

Consequent to internal restructuring of the Group's businesses during the year, the Chief Operating Decision Maker (CODM) of the Group has determined the following revised reporting segments basis review of performance and resource allocation:

- (a) 'Rating, research and other services' segment renamed as 'Ratings & ancillary services' segment.
- (b) 'Consulting services', 'Knowledge services' and 'Market data services' segments have been grouped into 'Research & Analytics' segment.

(i) Segment wise revenues and results

Particular	For the year ended March 31, 2025	For the year ended March 31, 2024
External revenues		
Rating & ancillary services	29,398.36	25,714.87
Research & analytics	20,403.76	18,896.60
Total external revenue	49,802.12	44,611.47
Inter-segment revenue		
Rating & ancillary services	60.74	42.11
Research & analytics	75.44	13.00
Total Inter-segment revenue	136.18	55.11
Total revenue		
Rating & ancillary services	29,459.10	25,756.98
Research & analytics	20,479.20	18,909.60
Total segment revenue	49,938.30	44,666.58
Less: Elimination of inter-segment revenue	(136.18)	(55.11)
Total revenue	49,802.12	44,611.47
Segment results		
Rating & ancillary services	10,038.67	6,793.56
Research & analytics	6,099.74	6,964.42
Total profit before tax for reportable segments	16,138.41	13,757.98
Unallocated expenses	(2.18)	(228.00)
Interest expense	(480.33)	(1,040.85)
Other income	7,741.14	7,496.89
Provision for tax	(6,276.62)	(4,761.83)
Profit after tax	17,120.42	15,224.19

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

(ii) Segment wise capital employed

Particular	For the year ended March 31, 2025	For the year ended March 31, 2024
Capital employed (Segment assets - Segment liabilities)		
Segment assets		
Rating & ancillary services	7,471.21	6,631.24
Research & analytics	10,186.38	11,044.14
Total assets of reportable segments	17,657.59	17,675.38
Unallocable assets	111,759.62	100,989.59
Total assets	129,417.21	118,664.97
Segment liabilities		
Rating & ancillary services	15,550.37	14,072.23
Research & analytics	2,869.11	2,442.47
Total liabilities of reportable segments	18,419.48	16,514.70
Unallocable liabilities	5,232.70	4,052.22
Total liabilities	23,652.18	20,566.92
Total capital employed	105,765.03	98,098.05

(iii) Other information

Particular	For the year ended March 31, 2025	For the year ended March 31, 2024
Capital expenditure during the year		
Rating & ancillary services	1,172.81	655.42
Research & analytics	724.92	362.38
	1,897.73	1,017.80
Depreciation, amortisation and impairment expense		
Rating & ancillary services	810.33	586.56
Research & analytics	829.14	759.88
	1,639.47	1,346.44
Non-cash expenses other than depreciation		
Rating & ancillary services	127.33	139.45
Research & analytics	57.99	3.58
	185.32	143.03
Interest income	1,796.21	1,590.01

(iv) Information about Geographical segment

The Group has identified its geographical segments as:

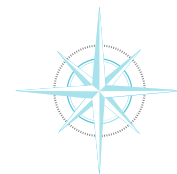
- (a) Within India
- (b) Outside India

Particular	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue from external customer by geographical market		
India	33,628.87	28,240.77
Outside India*	16,173.25	16,370.70
Total	49,802.12	44,611.47
Non current assets**		
India	9,324.27	9,250.69
Outside India	73.57	93.56
Total	9,397.84	9,344.25

*includes revenue from customers domiciled in United States of ₹ 15,166 lakhs (previous year ₹ 15,481 lakhs).

**Non-current assets are excluding financial assets, deferred tax assets and non-current tax assets.

- (v) Revenue from one customer group of the Group's segment is ₹ 15,049.38 lakhs (previous year ₹ 14,995.76 lakhs) which is more than 10% of the Group's total revenue.



Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

50 Additional Information, as required under Schedule III to the Companies Act, 2013, of entities consolidated as subsidiary:

Name of the entity	As at/for the year ended March 31, 2025							
	Net Assets (Total assets– Total liabilities)		Share in consolidated profit or (loss)		Share in consolidated Other comprehensive income		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	As % of consolidated profit or (loss)	Amount
Parent								
ICRA Limited	76.37%	80,436.81	87.17%	14,819.37	24.19%	(15.45)	87.41%	14,803.92
Subsidiaries								
Indian								
ICRA Analytics Limited	25.44%	26,795.70	33.11%	5,629.36	49.43%	(31.57)	33.05%	5,597.79
D2K Technologies India Private Limited	0.63%	666.60	(1.16%)	(196.43)	30.33%	(19.37)	(1.27%)	(215.80)
ICRA ESG Ratings Limited (formerly known as Pragati Development Consulting Services Limited)	0.74%	783.01	(1.87%)	(318.03)	-	-	(1.88%)	(318.03)
ICRA Employees Welfare Trust	1.58%	1,662.62	0.91%	155.53	-	-	0.92%	155.53
Foreign								
ICRA Lanka Limited	0.06%	63.41	-	-	(3.87%)	2.47	0.01%	2.47
ICRA Nepal Limited	0.86%	901.38	1.44%	243.85	(0.08%)	0.05	1.44%	243.90
Non-controlling interest included in respective subsidiaries	(0.42%)	(442.11)	(0.70%)	(119.49)	-	-	(0.71%)	(119.49)
Eliminations and consolidation adjustments	(5.26%)	(5,544.50)	(18.90%)	(3,213.23)	-	-	(18.97%)	(3,213.23)
Total	100.00%	105,322.92	100.00%	17,000.93	100.00%	(63.87)	100.00%	16,937.06

Name of the entity	As at March 31, 2024							
	Net Assets (Total assets– Total liabilities)		Share in consolidated profit or (loss)		Share in consolidated Other comprehensive income		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	As % of Consolidated profit or (loss)	Amount
Parent								
ICRA Limited	75.93%	74,143.43	81.51%	12,315.76	32.81%	(48.89)	82.00%	12,266.87
Subsidiaries								
Indian								
ICRA Analytics Limited	24.33%	23,758.17	41.76%	6,309.28	63.66%	(94.82)	41.54%	6,214.46
D2K Technologies India Private Limited	0.90%	882.39	(0.09)%	(13.25)	12.97%	(19.33)	(0.22)%	(32.58)
ICRA ESG Ratings Limited (formerly known as Pragati Development Consulting Services Limited)	1.13%	1,099.81	(0.01)%	(1.47)	-	-	(0.01)%	(1.47)
ICRA Employees Welfare Trust	2.43%	2,368.72	1.12%	169.39	-	-	1.13%	169.39

Notes to the Consolidated Financial Statements

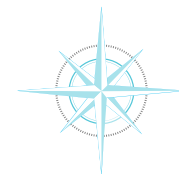
for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

Name of the entity	As at March 31, 2024							
	Net Assets (Total assets– Total liabilities)		Share in consolidated profit or (loss)		Share in consolidated Other comprehensive income		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	As % of Consolidated profit or (loss)	Amount
Foreign								
PT. ICRA Indonesia	0.00%	-	(0.01)%	(0.98)	-	-	(0.01)%	(0.98)
ICRA Lanka Limited	0.06%	60.95	(0.14)%	(21.51)	(10.16)%	15.13	(0.04)%	(6.38)
ICRA Nepal Limited	0.94%	915.67	1.55%	234.17	0.72%	(1.08)	1.56%	233.09
Non-controlling interest included in respective subsidiaries	(0.46%)	(449.14)	(0.76)%	(114.74)	-	-	(0.77)%	(114.74)
Eliminations and consolidation adjustments	(5.26%)	(5,131.09)	(24.93)%	(3,767.20)	-	-	(25.18)%	(3,767.20)
Total	100.00%	97,648.91	100.00%	15,109.45	100.00%	(148.99)	100.00%	14,960.46

51 Other information

- (i) The Group has not entered into any transactions with struck off companies during the year.
- (ii) The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (iii) The Group has not traded or invested in crypto currency or virtual currency during the financial year.
- (iv) The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security, or the like to or on behalf of the Ultimate Beneficiaries.
- (v) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (vi) The Group does not have any transaction which is not recorded in the books of account that has been subsequently surrendered or disclosed as income during the year as part of the ongoing tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).



Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, except share data, per share data and where otherwise stated)

- (vii) The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- (viii) The financial statements of the Group as at and for the year ended March 31, 2024 were audited by the Predecessor Auditors. The Predecessor Auditors have expressed an unmodified opinion on those financial statements on May 23, 2024.
- (ix) The Group has complied with the number of layers for its holding in downstream companies prescribed under clause (87) of Section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017.
- (x) The Group has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.
- (xi) Previous year figures have been re-grouped and reclassified wherever necessary to conform to current period's presentations.

For and on behalf of the Board of Directors of **ICRA Limited**

CIN: L74999DL1991PLC042749

P. S. Jayakumar

Chairman

(DIN: 01173236)

Ramnath Krishnan

Managing Director & Group C.E.O.

(DIN: 09371341)

Venkatesh Viswanathan

Chief Financial Officer

S. Shakeb Rahman

Company Secretary

Place: Mumbai

Date: May 29, 2025

Place: Mumbai

Date: May 29, 2025

Place: Mumbai

Date: May 29, 2025

Place: Mumbai

Date: May 29, 2025

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 (₹ in lakhs)

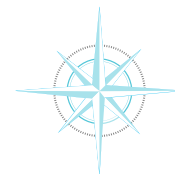
S. No.	Name of the Subsidiary	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Share capital	Reserves & surplus	Total assets	Total Liabilities	Investments	Turnover*	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of shareholding
1	ICRA Analytics Limited			995.15	25,800.55	31,824.09	5,028.39	4,358.40	17,974.29	7,761.45	2,132.09	5,629.36	-	100% owned by ICRA Limited
2	ICRA Lanka Limited		Balance Sheet: (1 INR = 3,4615 LKR) Profit Loss: (1 INR = 3,5217 LKR)	256.58	(193.18)	67.48	4.08	-	-	-	-	-	-	100% owned by ICRA Limited
3	ICRA Nepal Limited	Mid of July	Balance Sheet: (1 INR = 1,6005 NPR) Profit Loss: (1 INR = 1,5998 NPR)	449.73	451.65	1,501.36	599.98	-	720.68	325.15	81.30	243.85	-	51% owned by ICRA Limited
4	ICRA ESG Ratings Limited (Formerly known as Pragati Development Consulting Services Limited)			984.59	(201.57)	895.37	11,235	-	65.78	(300.89)	17.13	(318.02)	-	100% owned by ICRA Limited
5	ICRA Employees Welfare Trust			2.00	1,761.87	2,822.25	1,058.38	**101.25	-	261.30	105.77	155.53	-	Note 4
6	D2K Technologies India Private Limited			100.00	566.58	2,172.81	1,506.23	-	2,504.91	(265.38)	68.95	(196.43)	-	60% owned by ICRA Analytics Limited

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, 2025.
- ICRA Limited has established ICRA Employees Welfare Trust ("Trust") . The object of the Trust is defined in the trust deed. The Trust holds 30,683 equity shares of ICRA Limited, as on March 31, 2025.

* Including other operating income

** Investments in equity shares of ICRA Limited



Notice

Notice is hereby given that the **Thirty-fourth** Annual General Meeting of the Members of **ICRA Limited** (the "**Company**") will be held on Thursday, July 31, 2025, 3:00 pm (IST) through Video Conferencing ("**VC**")/Other Audio Visual Means ("**OAVM**"), to transact the following business. The venue of the Meeting shall be deemed to be the registered office of the Company situated at B-710, Statesman House, 148, Barakhamba Road, New Delhi-110001.

Ordinary Business

1. To receive, consider and adopt:
 - a. 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
 - b. 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.
2. To declare dividend of ₹ 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.

Special Business

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 following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013, read with the Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, read with Circulars issued thereunder from time to time and Articles of Association of the Company, with approval and recommendation of the Audit Committee, and that of the Board of Directors, M/s. Chandrasekaran Associates, Company

Secretaries (a Peer Reviewed Firm having Firm Registration Number P1988DE002500), be and are hereby appointed as the Secretarial Auditors of the Company for a term of five (5) consecutive financial years commencing from April 1, 2025 till March 31, 2030, at such remuneration plus applicable taxes and reimbursement of expenses as may be determined by the Board of Directors of the Company in consultation with the said secretarial auditor.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution."

5. **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 Thirtieth Annual General Meeting of the Members of ICRA Limited (the "Company") held on July 29, 2021, 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, 2026.

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 197, 198, and other applicable provisions, if any, of the Companies Act, 2013 read

Notice

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, 2026, be paid such remuneration within the limits specified under Section 197 and Part II of the Schedule V of the Companies Act, 2013.

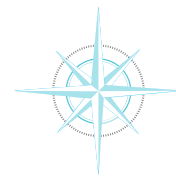
“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary and incidental to give effect to the aforesaid resolution.”

By Order of the Board of Directors
For ICRA Limited

(S. Shakeb Rahman)

Company Secretary & Compliance Officer
F7854

Place: Mumbai
Date: May 29, 2025
CIN: L74999DL1991PLC042749
Registered Office: B-710, Statesman House, 148, Barakhamba Road,
New Delhi-110 001
Telephone No.: +91.11.23357940
Website: www.icra.in
Email ID: investors@icraindia.com

**NOTES:**

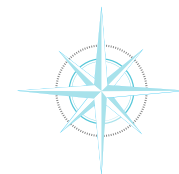
1. The Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as "MCA Circulars") and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, 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 34th AGM of the Company is being held through VC/OAVM. Hence, Members can attend and participate in the 34th AGM through VC/OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the 34th 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 electronic voting ("**E-voting**").
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the 34th 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 34th 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/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote E-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to asa.corporateadvisors@gmail.com with a copy marked to evoting@nsdl.com.
7. The explanatory statements pursuant to Section 102 of the Act, in respect of Businesses proposed under item nos. 4 and 5 to the Notice, are annexed hereto and form part of this Notice ("**Explanatory Statement**").
8. The relevant details, pursuant to Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of a Director seeking re-appointment at the AGM are also annexed hereto and form part of this Notice as Annexure A.
9. Pursuant to MCA Circulars and SEBI Circular No. SEBI/ HO/CFD/PoD 2/P/CIR/2023/4 dated January 5, 2023 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, Notice of the 34th AGM and Annual Report for FY 2024-25 are being sent through electronic mode to Members whose Email id is registered with the Company or the Depository Participants (DPs). Members desirous of obtaining the physical copy of the Notice of the 34th AGM and the Annual Report for FY 2024-25, may send request mentioning their Folio No./DP Id and Client Id to the Company at investors@icraindia.com.
10. 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. MUFG Intime India Private Limited, quoting

Notice

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 DPs and not to the Company.

11. In compliance with the MCA Circulars and SEBI Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023, and October 3, 2024, Notice of the AGM along with the Annual Report 2024-25 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 2024-25 will also be available on the Company's website viz. www.icra.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively. The Notice of the AGM will also be disseminated on the website of NSDL at www.evoting.nsdl.com.
12. Members are requested to update (in case of change)/register, at the earliest, their email IDs with their DPs in case the shares are held in the electronic form or the Registrar and Share Transfer Agent of the Company, M/s. MUFG 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.
13. Pursuant to Section 123(5) of the Act, and Regulation 12 of the Listing Regulations, 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 DPs (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, M/s. MUFG 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.
14. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 read with SEBI master circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/ exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios; transmission and transposition. Accordingly, the Company / the Registrar and Share Transfer Agent shall issue a letter of confirmation in lieu of the share certificate while processing any of the aforesaid investor service request. Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the Company's website at www.icra.in and is also available on the website of the Registrar and Share Transfer Agent. Members are advised to dematerialize the shares held by them in physical form.
15. The Members of the Company are requested to note that the SEBI vide its circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 (now rescinded due to issuance of Master Circular for Registrars to an Issue and Share Transfer Agents dated May 7, 2024) prescribed common and simplified norms for processing investor's request by the Registrar and Share Transfer Agent of the Company and norms for furnishing Permanent Account Number ("PAN"), Know Your Customer ("KYC") details and nomination details by the holders of physical securities.

Hence, Members are requested to furnish PAN, postal address, email address, mobile number, specimen signature, bank account details and nomination by holders of physical securities and to furnish the documents/details, as given below:
 - Form No. ISR-1 - request for registering PAN, KYC details or changes / updation thereof
 - Form No. ISR-2 - confirmation of signature of securities holder by the banker



- Form No. ISR-3 - declaration form for opting-out of nomination by holders of physical securities
- Form No. SH-13 - nomination form
- Form No. SH-14 - cancellation or variation of nomination

The Members of the Company holding shares in physical form shall provide the following documents/details to M/s. MUFG Intime India Private Limited, the Registrars to an Issue and Share Transfer Agent of the Company:

- PAN.
- Nomination (for all eligible folios) in Form No. SH-13 or submit declaration to "Opt-Out" in Form No. ISR-3.

Note: Any cancellation or change in nomination shall be provided in Form No. SH-14.

- Contact details including postal address with PIN code, mobile number, e-mail address.
- Bank account details including bank name and branch, bank account number, Indian Financial System Code ("IFSC").
- Specimen signature.

Any service request shall be entertained by Registrar and Share Transfer Agent only upon registration of the PAN, KYC details and the nomination by holders of physical securities.

- The Company had already sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and nomination. The aforesaid communication is also available on the website of the Company.
- SEBI, vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) and Master circular dated SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024 mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or choice of nomination or contact details or mobile number or bank account details or specimen signature updated, shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 01, 2024, upon their furnishing all the aforesaid details in entirety.
 - In case of non-updation of PAN or choice of nomination or contact details or mobile number

or bank account details or specimen signature in respect of physical folios, dividend/interest etc. shall be paid only through electronic mode with effect from April 01, 2024 upon furnishing all the aforesaid details in entirety.

- If a security holder updates the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature after April 01, 2024, then the security holder would receive all the dividends/interest etc. declared during that period (from April 01, 2024 till date of updation) pertaining to the securities held after the said updation automatically.

- Dispute Resolution Mechanism at Stock Exchanges- SEBI, vide its circular no. SEBI/HO/OIAE/OIAE_IAD1/P/CIR/2023/131 dated July 31, 2023 (updated as on December 20, 2023) and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023 read with SEBI's Master Circular for Online Dispute Resolution ("ODR") (updated as on December 28, 2023) prescribed a mechanism for online resolution of dispute in the Indian Securities Market which harnesses online conciliation and online arbitration for the resolution of disputes. As per this circular, Dispute between investors and listed companies including their Registrar and Share Transfer Agent will be resolved in accordance with the SEBI circular. The investor can initiate dispute resolution through the Online Dispute Resolution Portal ("ODR Portal") <https://smartodr.in/login>.
- Your Company's Registrar and Share Transfer Agent, M/s. MUFG Intime India Private Limited provides an investor self-service portal, with reference to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72 dated June 08, 2023, issued by SEBI titled online processing of investor service requests and complaints by Registrar and Share Transfer Agents.

'SWAYAM' is a secure, user-friendly web-based application that empowers shareholders to effortlessly access various services. We request you to get registered on the portal. The portal can be accessed at <http://swayam.in.mpms.mufg.com/>
- 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 AGM to enable the Company to keep the information ready.
- Members may write to the Company Secretary of the Company for the annual accounts of the subsidiary

Notice

companies. The annual accounts of the subsidiary companies for the financial year ended March 31, 2025 are available on the website 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.

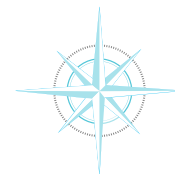
22. In all correspondence with the Company or with its Share Transfer Agent, Members are requested to quote their Client ID Number and their DP ID Number if the shares are held in the dematerialised form; in case the shares are held in the physical form, they must quote their folio number.
23. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, July 26, 2025 to Wednesday, July 30, 2025 (both days inclusive) for determining the names of Members eligible to receive the dividend declared, if any, on the equity shares of the Company.
24. If the Members approve the payment of dividend at the forthcoming AGM, the dividend shall be paid to all those Members whose names appear in the Register of Members as on Friday, July 25, 2025 ("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.
25. Those Members who have not yet encashed/claimed the dividend of the Company for any/all of the financial years 2017-18, 2018-19, 2019-20, 2020-21, 2021-22, 2022-23 and 2023-24 are requested to encash/claim the same immediately. In terms of Section 124(5) of the Act, 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 ("IEPF")".

The details of the un-encashed/unclaimed dividend for the Financial Years 2017-18 to 2023-24 as on March 31, 2025 are as under:

Dividend for the financial year	Unclaimed/Unpaid Dividend as on March 31, 2025 (₹ in lakhs)	Due date of transfer to IEPF
2017-18	2.21	September 12, 2025
2018-19	1.95	November 2, 2026
2019-20	2.32	October 28, 2027
2020-21	1.45	September 2, 2028
2021-22	0.78	September 10, 2029
2022-23	2.87	September 4, 2030
2023-24	1.48	August 23, 2031

Pursuant to Section 124(6) of the Act and the IEPF 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 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.

26. Tax Deducted at Source ("TDS") on dividend
 1. Members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a company on or after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of dividend. To enable us to determine the appropriate TDS rate as applicable, Members are requested to submit relevant documents, in accordance with the provisions of the IT Act.
 2. For the prescribed rates for various categories, please refer to the IT Act and the Finance Acts of the respective years. The Members are requested to update their PAN with the Depository Participants (DPs) (if shares held in dematerialized form) and the Company/ RTA (if shares are held in physical mode).
 3. To avail exemption of TDS, Members are requested to submit required documents/ declaration by e-mail to rnt.helpdesk@in.mpms.mufg.com or upload the documents on <https://web.in.mpms.mufg.com/formsreg/submission-of-form-15g-15h.html> by 11.59 p.m. (IST) on Friday, July 25, 2025. Members may also refer the e-mail sent to their registered e-mail id for more details on submission of exemption documents.
27. 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, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of the Listing Regulations, the Company is pleased to offer E-voting facility to the Members to cast their votes electronically on all resolutions set forth in the Notice



convening the 34th 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>.

- II. The E-voting Event Number (EVEN) is as under:

EVEN	134196
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- III. The remote E-voting facility will be available during the following voting period:

Commencement of E-voting	End of E-voting
Monday, July 28, 2025 (9:00 a.m. IST)	Wednesday, July 30, 2025 (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

Type of members	Login method
Individual members holding securities in demat mode with NSDL	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 i.e. NSDL and you will be redirected to E-voting website of NSDL for casting your vote during the remote E-voting period. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com 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 and you will be able to see E-voting page. Click on company name or E-voting service provider name i.e. NSDL and you will be re-directed to E-voting website of NSDL for casting your vote during the remote E-voting period or joining virtual meeting and voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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 "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 (One Time Password) 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 i.e. NSDL and you will be redirected to E-voting website of NSDL for casting your vote during the remote E-voting period or joining virtual meeting and voting during the meeting.

Step 2: Cast your vote electronically and join General Meeting on NSDL E-voting system





Details on Step 1 are mentioned below:

A. Login method for E-voting and joining virtual meeting for individual Members holding securities in demat mode

In terms of the 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 DPs. 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:

Notice

Type of members	Login method
	<p>5. Shareholders/members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div>
Individual members holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user ID and password. Option will be made available to reach E-voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and New System Myeasi Tab and then use existing Myeasi username and password. After successful login the Easi / Easiest user will be able to see the E-voting option for eligible companies where the E-voting is in progress as per the information provided by company. On clicking the E-voting option, the user will be able to see E-voting page of the E-voting service provider for casting vote during the remote E-voting period or joining virtual meeting and voting during the meeting. Additionally, there are also links provided to access the system of all E-voting service providers, so that the user can visit the E-voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login and New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access E-voting page by providing demat account number and PAN No. from an E-voting link available on www.cdslindia.com 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 able to see the E-voting option where the E-voting is in progress and also able to directly access the system of all E-voting service providers.
Individual members (holding securities in demat mode) login through their DPs	<p>You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL 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/CDSL Depository site after successful authentication, wherein you can see E-voting feature. Click on company name or E-voting service provider i.e. NSDL and you will be redirected to E-voting website of NSDL for casting your vote during the remote E-voting period or joining virtual meeting and voting during the meeting.</p>

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.

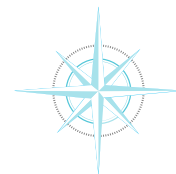
Helpdesk for Individual members holding securities in demat mode for any technical issues related to login through depository i.e. NSDL and CDSL.

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 evoting@nsdl.com or call at 022 - 4886 7000
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B Login method for E-voting and joining virtual meeting 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.



2. Once the home page of E-voting system is launched, click on the icon **"Login"** which is available under **"Shareholder/Member"** section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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.
 - b) Click on **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on 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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP based login for casting the votes on the E-voting system of NSDL.
7. After entering your password, tick 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.

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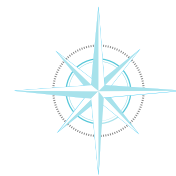
Details on Step 2 is given below:

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 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 authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to asa.corporateadvisors@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"E-voting"** tab in their login.
 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 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 or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com.
- 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 for procuring user ID and password and registration of email ids for E-voting for the resolutions set out in this Notice:**
- (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, MUFG Intime India Private Limited at rnt.helpdesk@in.mpms.mufg.com or company email id at investors@icraindia.com.
 - (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 rnt.helpdesk@in.mpms.mufg.com or company email id at investors@icraindia.com. 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.com for procuring user ID and password for E-voting by providing above mentioned documents.
- (iv) 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 DPs. 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 28, 2025, (9:00 a.m. IST) and ends on Wednesday, July 30, 2025, (5:00 p.m. IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as at close of business hours on Thursday, July 24, 2025 ("cut-off date"), may cast their vote electronically. The voting right of shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, July 24, 2025. 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 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 Thursday, July 24, 2025, 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 Scrutinizer to scrutinize the E-voting during the AGM and remote E-voting process in a fair and transparent manner.
- XI. The Scrutinizer, 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 Scrutinizer'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 authorized person shall declare the results forthwith.

- XII. The recorded transcript of the AGM shall be maintained by the Company and also be made available on the website of the Company www.icra.in, at the earliest soon after the conclusion of the Meeting.
- XIII. The results declared along with the Scrutinizer'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.

30. 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"** placed under **"Join Meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join 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. 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. Shareholders who would like to express their views or ask questions during the AGM may register

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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 at least 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. Members are requested to keep their queries brief and restrict their speaking time to 3 minutes.

- 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. The same will be replied by the Company suitably.
31. Since the AGM will be held through VC/OAVM, the route map is not annexed to this Notice.
32. 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 from the date of circulation of this Notice up to the date of declaration of the result of the 34th AGM 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 and Sweat Equity) Regulations, 2021, 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.

Explanatory Statement

(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 4:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013, read with Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended by SEBI vide its notification dated December 12, 2024, the listed companies are required to obtain approval

from the shareholders for the appointment of Secretarial Auditor of the company. The said Secretarial Auditor must be peer reviewed and has not incurred any of the disqualifications as specified by the SEBI.

In view of the above, with approval and recommendation of the Audit Committee, the Board of Directors of the Company have approved and recommended the appointment of M/s. Chandrasekaran Associates (Firm Registration Number P1988DE002500), Company Secretaries, as the Secretarial Auditors of the Company for a term of five (5) consecutive financial years commencing from April 1, 2025 till March 31, 2030, at a remuneration as may be mutually agreed upon by the Board of Directors and the Auditors.

The proposed remuneration (audit fees) to be paid to Chandrasekaran Associates for the financial year ending March 31, 2026 is ₹ 4.10 Lakhs plus applicable taxes and reimbursement expenses. Considering the eligibility of the firm's qualification, experience, independent assessment & expertise of the partners in providing secretarial audit related services, competency of the staff and Company's previous experience based on the evaluation of the quality of audit work done by them in the past.

The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with Chandrasekaran Associates.

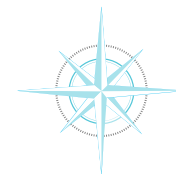
M/s. Chandrasekaran Associates have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified by the Institute of Company Secretaries of India. They have further confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder, and the Listing Regulations read with the SEBI circular dated December 31, 2024.

The Board recommends the ordinary resolution as set out at item no. 4 of the Notice for the approval of the members.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested (financially or otherwise) in the resolution as set out at item no. 4 of this Notice.

Item No. 5:

The members of the Company accorded their approval for payment of remuneration by way of Commission to Non-Executive Directors including Independent 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 two terms of five financial years; the approval is valid up till March 31, 2026.

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.

Further, 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 Part II of the Schedule V of the Companies Act, 2013.

The Company benefits greatly from the inputs of Non-Executive and Independent Directors, who bring rich experience and expertise to the Board.

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, 2026, such remuneration within the limits specified under Section 197 and Part II of the Schedule V of the Companies Act, 2013, be paid to the Non-Executive Directors including Independent Directors (other than Managing Director and Whole-time Directors) for a further period of five years commencing from April 1, 2026 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 Part II of the 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 2024-25 are 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. 5 of the Notice. The Board of Directors of your Company recommends the ordinary resolution as set out at item no. 5 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: Mumbai

Date: May 29, 2025

CIN: L74999DL1991PLC042749

Registered Office: B-710, Statesman House, 148, Barakhamba Road,
New Delhi-110 001

Telephone No.: +91.11.23357940

Website: www.icra.in

Email ID: investors@icraindia.com

Notice

Annexure - A

Details of the Director seeking reappointment at the Thirty Fourth Annual General Meeting pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard-2 on General Meetings



Profile	<p>Mr. Stephen Arthur Long is a Director of ICRA Limited under the category of Non-Executive, Non-Independent Director.</p> <p>Mr. Long is a Managing Director and Global Co-Head of Banking. He is co-responsible for global bank ratings and is based in London where he primarily focuses on banks in Europe, the Middle East and Africa (EMEA). From 2010 to 2022 he held a similar role when he was based in Hong Kong and primarily focused on banks in Asia Pacific.</p> <p>From 2022 to 2025 he was the Managing Director and Regional Head of EMEA for Moody's Ratings. Mr. Long served as the Country Manager for the United Kingdom for Moody's Ratings. He was responsible for core business strategy, governance, and oversight in the EMEA region. Additionally, he handled policy and regulatory outreach and oversaw and expanded Moody's investments in domestic credit rating agencies in EMEA.</p> <p>Prior to joining Moody's, Mr. Long worked at J.P. Morgan in London, Tokyo, and Hong Kong in various senior credit, research, and rating advisory positions. From 1990 to 1996, he was a bank analyst at S&P Global in London and Paris.</p> <p>Mr. Long began his career as a banking regulator at the Bank of England.</p>
Name of Director	Mr. Stephen Arthur Long
Terms and conditions	Non-Executive Non-Independent Director, liable to retire by rotation
Date of Birth and Age	December 22, 1963, 61 years
Disclosure of relationships between directors inter-se	None
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None
First Date of Appointment	May 13, 2022
Experience and nature of expertise in specific functional areas	Structured Finance, Stakeholder relationship management and General management
Qualifications	He is a graduate of the University of Oxford, where he studied Philosophy, Politics, and Economics.
Remuneration sought to be paid	Eligible to receive sitting fee and commission
Remuneration last drawn	Waived sitting fee and commission for the financial year 2024-25
No. of Board Meetings attended / held during Financial Year 2025	6/6
No. of Equity Shares held in the Company including shareholding as a beneficial owner	Nil
List of Other Companies/bodies corporate (including listed entities) in which Directorships are held along with listed entities from which the person has resigned in the past three years	<p>None</p> <p>Mr. Long is not holding a directorship in any other listed entities. Since he has not held in the past three years directorships in any other listed entities, hence the disclosure with respect to the resignation from the directorships of listed entities in the past three years is not applicable.</p>
List of Committees of the Board of Directors (across all companies / bodies corporate) in which Chairmanship/Membership is held*	None

*Pursuant to Regulation 26(1)(b) of the Listing Regulations, only two committees, viz. Audit Committee and Stakeholders Relationship Committee, have been considered.





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