



# ICRA Online Limited

**Corporate Office:**

17th & 18th Floors, Infinity Benchmark  
Plot G-1, Block GP, Sector V, Salt Lake,  
Kolkata – 700 091, India  
Boardline : +91-33-4017 0100  
Fax : +91-33-4017 0101  
Website : [www.icraonline.com](http://www.icraonline.com)  
[www.mutualfundindia.com](http://www.mutualfundindia.com)

**Branch Office:**

107, 1st Floor, Raheja Arcade, Plot No. 61  
Sector 11, C.B.D. Belapur,  
Navi Mumbai – 400 614,  
Maharashtra, India.  
Boardline : +91-22-6781 6100  
Fax : +91-22-2756 3057

## NOTICE

**NOTICE** is hereby given that the **Nineteenth Annual General Meeting** of the Members of **ICRA Online Limited** (the “**Company**”) will be held on Friday, July 20, 2018 at 11.00 a.m. at the Registered Office of the Company at Infinity Benchmark, 17<sup>th</sup> Floor, Plot - G1, Block - GP, Sector - V, Salt Lake, Kolkata - 700 091, to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2018 and the report(s) of the Board of Directors and Auditors thereon.
2. To declare a dividend of Rs 6 /- per equity share for the financial year ended March 31, 2018.
3. To appoint a Director in place of Mr. Naresh Takkar (DIN: 00253288), who retires by rotation, and being eligible, offers himself for reappointment.

### **SPECIAL BUSINESS:**

4. **Approval for payment of one-time, group special incentive to Ms. Sushmita Ghatak (DIN: 03042940), Managing Director & Chief Executive Officer of the Company, and to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded towards payment of one-time, group special incentive of Rs. 10.40 Lakh (Rupees Ten Lakh and Forty Thousand only) to Ms. Sushmita Ghatak, Managing Director & Chief Executive Officer of the Company;

CIN: U72900WB1999PLC109180

Registered Office: Infinity Benchmark, 17th Floor, Plot G1, Block - GP, Sector - V, Salt Lake, Kolkata – 700091

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**RESOLVED FURTHER THAT** the Directors, Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds, matters, formalities and such other things as may be considered necessary, expedient, usual, incidental or proper to give effect to the above resolution.”

By Order of the Board of Directors  
**For ICRA Online Limited**

sd/-

**(Esha Chakraborty)**

Company Secretary  
& Compliance Officer

Place: New Delhi  
Date: May 11, 2018

**Registered Office:**

Infinity Benchmark, 17th Floor,  
Plot-G1, Block- GP, Sector -V,  
Salt Lake, Kolkata-700 091

**Notes—**

- i. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND, TO VOTE ON HIS/HER BEHALF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate, not more than ten (10) percent of the total share capital of the Company, carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
- ii. The instrument appointing a Proxy, in order to be effective, should be deposited with the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- iii. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote at the Annual General Meeting. Members/Proxies should bring the attendance slip duly filled in for attending the Meeting.

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- iv. The explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of special business proposed under item no. 4 above, is annexed hereto and forms a part of this Notice.
- v. All documents referred to in this Notice and the explanatory statement will be available for inspection by the Members during office hours, upto the day of the Meeting at the registered office of the Company at Infinity Benchmark, 17th Floor, Plot-G1, Block-GP, Sector-V, Salt Lake, Kolkata -700091.
- vi. The Register of Members and Share Transfer Book of the Company will remain closed from July 18, 2018 to July 19, 2018 (both days inclusive) to determine the eligibility of the Members, for payment of dividend, if any, on the equity shares of the Company.
- vii. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the meeting, will be paid on or before July 26, 2018, to those Members whose name appear on the Register of Members as on July 17, 2018.

### **EXPLANATORY STATEMENT**

#### **(Pursuant to Section 102 of the Companies Act, 2013)**

#### **Item No. 4**

Ms. Sushmita Ghatak (DIN: 03042940), was reappointed as the Managing Director & Chief Executive Officer of the Company in the Annual General Meeting of the Company held on July 14, 2016, for a term of 3 (three) years with effect from February 10, 2016 and her term of appointment is valid till February 9, 2019.

Further, Ms. Ghatak's remuneration was restructured to align with group-level salary restructuring initiative effective from November 1, 2016 and was approved by the Members of the Company at its 18<sup>th</sup> Annual General Meeting held on July 14, 2017.

Thereafter, the Board of Directors, at its meeting held on May 11, 2018, has approved the proposal towards payment of one-time, group special incentive to Ms. Ghatak subject to the approval of the Members of the Company. In conformity with the provisions of the Companies Act, 2013, including Schedule V, of the Companies Act, 2013, this grant of one-time, group special incentive is placed for Members' approval by a Special Resolution, enabling the Company to make such payment in the scenario of inadequate profits.

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Ms. Ghatak holds 1 (one) equity share of the Company as a beneficial nominee for and on behalf of ICRA Limited, the holding company. None of the Directors and Key Managerial Personnel of the Company or their relatives, except Ms. Ghatak, is in any way concerned or interested in the proposed resolution in so far as it relates to her appointment.

The Board recommends the resolutions set forth above, at item no. 4, for the approval of the Members as a Special Resolution.

By Order of the Board of Directors  
**For ICRA Online Limited**

sd/-

**(Esha Chakraborty)**

Company Secretary  
& Compliance Officer

Place: New Delhi  
Date: May 11, 2018

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## ATTENDANCE SLIP

### 19TH ANNUAL GENERAL MEETING

Venue of the meeting: Infinity Benchmark, 17th Floor, Plot - G1, Block - GP, Sector - V, Salt Lake, Kolkata - 700 091

Date & Time: Friday, July 20, 2018 at 11.00 A.M.

Members attending the meeting in person or by proxy are requested to complete the Attendance Slip and hand it over at the entrance of the meeting room. Only members or their proxies are entitled to be present at the meeting.

I certify that I am the registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the 19th Annual General Meeting of the Company held on Friday, July 20, 2018 at 11.00 A.M. at Infinity Benchmark, 17th Floor, Plot - G1, Block - GP, Sector - V, Salt Lake, Kolkata - 700 091.

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Full Name (in block letter)

Signature of Member

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Registered Folio Number

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Full Name of the proxy (in block letter)

Signature of Proxy

**Notes:**

Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copy of the Notice and the Annual Report to the meeting.

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## FORM NO. MGT-11 PROXY FORM

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

CIN: U72900WB1999PLC109180

Name of the Company: **ICRA ONLINE LIMITED**

Registered Office: Infinity Benchmark, 17th Floor, Plot - G1, Block - GP, Sector - V, Salt Lake, Kolkata - 700 091

Name of the Member(s):

Registered address:

E-mail Id:

Folio No/Client Id:

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I/We, being the Member(s) of ..... Equity shares of the above named company, hereby appoint

1. Name: .....  
Address:

E-mail Id:

Signature: or failing him/her

2. Name: .....  
Address:

E-mail Id:

Signature:....., or failing him/her

3. Name: .....  
Address:

E-mail Id:

Signature:.....

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as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 19th Annual General Meeting of the Company, to be held on Friday, July 20, 2018 at 11.00 A.M. at Infinity Benchmark, 17th Floor, Plot-G1, Block-GP, Sector-V, Salt Lake, Kolkata-700 091 and at any adjournment thereof in respect of such resolutions, as are indicated below:

Resolution Nos.	Particulars
1.	Adoption of audited financial statements of the Company for the financial year ended March 31, 2018 and the report(s) of the Board of Directors and Auditors thereon
2.	Declaration of dividend for the financial year ended March 31, 2018
3.	Appointment of a Director in place of Mr. Naresh Takkar (DIN: 00253288), who retires by rotation and being eligible, offers himself for re-appointment
4.	Approval for payment of one-time, group special incentive to Ms. Sushmita Ghatak (DIN: 03042940), Managing Director & Chief Executive Officer of the Company.

Signed this..... day of....., 2018

Affix  
Revenue  
Stamp

Signature of Shareholder(s)

Signature of Proxy holder(s)

**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the Nineteenth Annual General Meeting.

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