

**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  
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

## **ADDENDUM TO THE NOTICE OF TWENTIETH ANNUAL GENERAL MEETING OF ICRA ONLINE LIMITED**

ICRA Online Limited (the “**Company**”) had issued a Notice dated July 31, 2019 for convening the **Twentieth** Annual General Meeting in terms of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014. The Notice has been dispatched to all the Members of the Company in due compliance with the provisions of the Companies Act, 2013 read with the Rules framed thereunder.

Subsequent to the issuance of the Notice, the Company has received a special notice dated September 5, 2019, pursuant to Section 115 of the Companies Act, 2013 read with Rule 23 of the Companies (Management and Administration) Rules, 2014 (“**Special Notice**”), from its shareholder, ICRA Limited, (“**ICRA**”). ICRA as a Shareholder has pursuant to the Special Notice and in recognition of the legal rights vested in it as a shareholder of the Company, requested to include an additional agenda for consideration at the ensuing general meeting of the Members of the Company for removal of Mr. Naresh Takkar as Director of the Company.

In view of the above, the agenda for removal of Mr. Naresh Takkar as Director of the Company is being included herein below as Item no. 7. The explanatory statement with respect to Item no. 7 is annexed herewith.

The Addendum shall form an integral part of and shall be read along with the Notice dated July 31, 2019 circulated earlier to the Members of the Company along with the Notice of Postponement of 20<sup>th</sup> Annual General Meeting.

7. To approve the removal of Mr. Naresh Takkar (DIN: 00253288) from the office of Director of the Company and in this regard, to consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED that pursuant to the provisions of Section 169 and other applicable provisions of the Companies Act, 2013, and the Rules framed thereunder, Mr. Naresh Takkar (Director Identification Number: 00253288) be and is hereby removed from the office of Director of ICRA Online Limited with effect from the date of this meeting;

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RESOLVED FURTHER that any Director of the Company, and the Company Secretary of the Company, be and are hereby, severally, authorised to do all such acts, deeds, things and matters, as may be considered necessary or appropriate or expedient to give effect to the above resolutions and matters incidental and ancillary thereto, and to delegate the aforesaid powers to any officer of the Company as may be deemed necessary in the best interest of the Company.”

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

sd/-

**(Esha Chakraborty)**

Company Secretary & Compliance Officer

Place: Kolkata

Date: September 11, 2019

**Registered Office:**

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

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**EXPLANATORY STATEMENT**

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

**Item No. 7**

The Company received a Special Notice dated September 5, 2019, in accordance with Section 115 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder from its shareholder, ICRA Limited (“ICRA”). ICRA holds, as on the date of the Special Notice, 89,51,449 equity shares of the Company representing 99.99% of the voting capital of the Company. The nominees of ICRA hold 9 equity shares.

ICRA, pursuant to the Special Notice and in recognition of the legal rights vested in it as a shareholder of the Company, requested to include an additional agenda to be considered at the ensuing general meeting of the Members of the Company to consider and if thought fit, pass an Ordinary Resolution for removal of Mr. Naresh Takkar as Director of the Company.

ICRA has noted in the Special Notice that the Board of Directors of ICRA in its meeting held on August 29, 2019, terminated the employment of Mr. Naresh Takkar, with immediate effect. In light of the same, ICRA, by way of the Special Notice, has proposed removal of Mr. Takkar from the office of Director of the Company.



## ICRA Online Limited

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It is hereby placed that under Section 169 (4) of the Companies Act, 2013, the Director being sought to be removed has a right to make a representation to the Members in the manner stated therein.

Other than Mr. Naresh Takkar, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives are interested in the item of this Notice.

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

sd/-

**(Esha Chakraborty)**

Company Secretary & Compliance Officer

Place: Kolkata

Date: September 11, 2019

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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:

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:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the  
20th Annual General Meeting of the Company, to be held on Friday, September 20,  
2019 at 2.30 P.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:



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<b>Resolution Nos.</b>	<b>Particulars</b>
1.	Adoption of audited financial statements of the Company for the financial year ended March 31, 2019 and the report(s) of the Board of Directors and Auditors thereon.
2.	Appointment of a Director in place of Ms. Amita Shrivastava (DIN: 07005435), who retires by rotation and being eligible, offers herself for re-appointment.
3	Reappointment of M/s. BSR & Co. LLP, Chartered Accountants as the Auditors of the Company.
4	Reappointment of Ms. Sushmita Ghatak (DIN: 03042940), as the Managing Director & Chief Executive Officer of the Company.
5	Approval for payment of one-time, group special incentive to Ms. Sushmita Ghatak (DIN: 03042940), Managing Director & Chief Executive Officer of the Company.
6	Appointment of Ms. Ranjana Agarwal (DIN: 03340032) as a Director, in the capacity of Independent, Non- Executive Director of the Company.
7	Approval for removal of Mr. Naresh Takkar (DIN: 00253288) from the office of Director of the Company.

Signed this..... day of....., 2019

Signature of Shareholder(s)

Signature of Proxy holder(s)

**Affix  
Revenue  
Stamp**

**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 Twentieth Annual General Meeting.

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