



ICRA Online Limited

Corporate Office:

15th, 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

NOTICE

NOTICE is hereby given that the **Fourth Extra Ordinary General Meeting (“EGM”)** of the Members of **ICRA Online Limited** (the “Company”) will be held on Friday, August 19, 2016 at 11:00 A.M, at Infinity Benchmark, 17th Floor, Plot - G1, Block - GP, Sector - V, Salt Lake, Kolkata – 700091 to transact the following special business:

- 1. To consider and approve the Related Party Transaction of the Company for Purchase of office space held by ICRA Techno Analytics Ltd. (“ICTEAS”) and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for the following related party transaction on basis of executive summary as set out in the Explanatory Statement to this Notice -

Arrangement for the purchase of office space held by ICRA Techno Analytics Ltd. at 17th floor and 18th floor, Infinity Benchmark Building, Salt Lake, Kolkata by the Company;

RESOLVED FURTHER THAT the Managing Director & Chief Executive Officer and the Company Secretary of the Company be and are hereby severally granted necessary authority to undertake all such actions, including finalization and execution of the relevant agreements, documents, etc. and such other things as may be required under law, for and on behalf of the Company in order to give effect to the above resolution.”

- 2. To consider and approve the Related Party Transaction of the Company for Sale of leasehold improvements & fixed assets of the Company to ICRA Techno Analytics Ltd. and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for the following related party transaction on basis of executive summary as set out in the Explanatory Statement to this Notice -

CIN: U72900WB1999PLC109180

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Arrangement for the sale of leasehold improvements & fixed assets of the Company at 15th floor, Infinity Benchmark Building, Salt Lake, Kolkata to ICRA Techno Analytics Ltd.;

RESOLVED FURTHER THAT the Managing Director & Chief Executive Officer and the Company Secretary of the Company be and are hereby severally granted necessary authority to undertake all such actions, including finalization and execution of the relevant agreements, documents, etc. and such other things as may be required under law, for and on behalf of the Company in order to give effect to the above resolution.”

By Order of the Board

For ICRA Online Limited

sd/-

Place: Kolkata
Date: August 17, 2016

Esha Chakraborty
Company Secretary

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 FOURTH EXTRA ORDINARY GENERAL MEETING (“EGM”) 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.

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- ii. The Meeting is being convened at a shorter notice, with the written consent of more than 95% of the Members of the Company in pursuance with the provisions of Section 101 of the Companies Act, 2013.
- 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 Extra Ordinary General Meeting. Members/Proxies should bring the attendance slip duly filled in for attending the Meeting.
- iv. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of special business to be transacted at the Meeting is annexed hereto and forms part of the 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.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1 & 2

The Company proposes the following related party transactions on such terms and conditions detailed in the Executive Summary enclosed herewith as ‘Annexure-1’:

- i. Arrangement for the purchase of office space held by ICRA Techno Analytics Ltd. (“ICTEAS”) at 17th floor and 18th floor, Infinity Benchmark Building, Salt Lake, Kolkata by the Company;
- ii. Arrangement of the sale of leasehold improvements & fixed assets of the Company at 15th floor, Infinity Benchmark Building, Salt Lake, Kolkata to ICTEAS.

The Members are hereby informed that the stated related party transactions are within the ambit of Section 188 of Companies Act, 2013 and are being entered on an arm’s length basis.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the proposed resolution.

Members are also hereby informed that pursuant to the provisions of Section 188 of the Companies Act, 2013, no member of the Company shall participate in the resolution, if such member is a related party.

The Board recommends the resolutions set forth above, at Item nos. 1 and 2, for the approval of the Members as Ordinary Resolutions.

By Order of the Board
For ICRA Online Limited

sd/-

Esha Chakraborty
Company Secretary

Place: Kolkata
Date: August 17, 2016

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ATTENDANCE SLIP

FOURTH EXTRA ORDINARY GENERAL MEETING

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

Date & Time: Friday, at August 19, 2016 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 Fourth Extra Ordinary General Meeting of the Company held on Friday, August 19, 2016 at 11:00 A.M. at Infinity Benchmark, 17th Floor, Plot - G1, Block - GP, Sector - V, Salt Lake, Kolkata – 700 091.

Full Name (in block letter)

Signature of Member

Registered Folio Number

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.

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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) ofEquity 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

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3. Name:

Address:

E-mail Id:

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Fourth Extra Ordinary General Meeting of the Company, to be held on Friday, August 19, 2016 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.	Approval of Related Party Transaction of the Company for Purchase of office space held by ICRA Techno Analytics Ltd. by the Company.
2.	Approval of Related Party Transaction of the Company for Sale of leasehold improvements & fixed assets of the Company to ICRA Techno Analytics Ltd.

Signed this..... day of....., 2016

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 before the commencement of the Meeting.
2. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the Fourth Extra Ordinary General Meeting.

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