

**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 **Seventh Extra Ordinary General Meeting (“EGM”)** of the Members of **ICRA Online Limited** (the “Company”) will be held on **Tuesday, November 5, 2019**, at **11.30 A.M.** at the Registered Office of the Company at Infinity Benchmark, 17th Floor, Plot - G1, Block - GP, Sector - V, Salt Lake, Kolkata – 700091 to transact the following business:

**1. To consider and approve change in Company’s name and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to provision of Section 13(2) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and rules framed thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force and subject to requisite regulatory approvals consents, permissions and sanctions, required, if any, in this regard from any appropriate statutory authorities, consent of the members be and is hereby given for changing the name of the Company from “ICRA Online Limited” to “ICRA Analytics Limited”;

**RESOLVED FURTHER THAT** the Name Clause, being Clause I of the Memorandum of Association of the Company, be and is hereby altered by deleting the existing Clause I and substituting it with the following:

I. The Name of the Company is “ICRA Analytics Limited”

**RESOLVED FURTHER THAT** in terms of Section 14 of the Companies Act, 2013 and other applicable provisions of the Act, if any, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company;

**RESOLVED FURTHER THAT** the any Director of the Company, the Chief Financial officer and the Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to file aforesaid application(s) and/or form(s) and to do all such acts, deeds, things and matters, as may be considered necessary, appropriate or expedient for the change of name and forward authorised copy of the above resolutions to concerned authorities or entities as may be necessary to give effect to the above resolutions.”



# ICRA Online Limited

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Place: Kolkata  
Date: November 4, 2019

By Order of the Board  
**For ICRA Online Limited**  
Sd/-  
**(Esha Chakraborty)**  
Company Secretary & Compliance  
Officer

**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 SEVENTH 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.
- ii. The Meeting is being convened at a shorter notice, with the written consent of more than 95% of the Members of the Company entitled to vote 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, 17<sup>th</sup> Floor, Plot-G1, Block-GP, Sector-V, Salt Lake, Kolkata -700091 and at the venue of the EGM.

CIN: U72900WB1999PLC109180

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

Tel: +91-33-4017 0100 (Board) Fax: +91-33-4017 0101

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## **EXPLANATORY STATEMENT**

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

### **Item No. 1**

The National Company Law Tribunal, Kolkata, on October 15, 2019 sanctioned the scheme of merger of ICRA Management Consulting Service Limited with and into ICRA Online Limited (the “Company”) and directed the Company to make necessary application(s) to the Registrar of Companies for effecting change of name. The Board of Directors at its meeting held on October 23, 2019 approved the change of the Company’s name from "ICRA Online Limited" to “ICRA Analytics Limited”.

The name “ICRA Analytics Limited” has been noted as available and reserved with MCA. The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company. All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

As per the provisions of Sections 13 and 14 of the Companies Act, 2014, approval of the shareholders is required to be accorded for changing the name of the Company & consequent alteration in the Memorandum of Association and Articles of Association by way of passing a special resolution.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution, except to the extent of their shareholding, if any.

The Board of Directors recommends the resolutions set forth above, at Item no. 1, for the approval of the Members as a Special Resolution.

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

Sd/-

**(Esha Chakraborty)**  
Company Secretary &  
Compliance Officer

Place: Kolkata  
Date: November 4, 2019

### **Registered Office:**

Infinity Benchmark, 17th Floor,  
Plot-G1, Block-GP, Sector-V,  
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CIN: U72900WB1999PLC109180

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**Corporate Office:**

15<sup>th</sup>, 17<sup>th</sup> & 18<sup>th</sup> Floors, Infinity  
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## ATTENDANCE SLIP

### SEVENTH 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: Tuesday, November 5, 2019 at 11.30 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 Seventh Extra Ordinary General Meeting of the Company held on Tuesday, November 5, 2019 at 11.30 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) 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

CIN: U72900WB1999PLC109180

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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 Seventh Extra Ordinary General Meeting of the Company, to be held on Tuesday, November 5, 2019 at 11.30A.M. at Infinity Benchmark, 17th Floor, Plot-G1, Block-GP, Sector-V, Salt Lake, Kolkata-700091 and at any adjournment thereof in respect of such resolutions, as are indicated below:

Resolution Nos.	Particulars
1.	Approval for change of name of the Company to "ICRA Analytics Limited"

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

Signature of Shareholder(s)

Signature of Proxy holder(s)

<b>Affix</b>
<b>Revenue</b>
<b>Stamp</b>

**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 Seventh Extra-Ordinary General Meeting.

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