

ICRA LIMITED

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This Advertisement (“**Advertisement**”) is being issued by **Citigroup Global Markets India Private Limited (“Manager to the Offer”)**, for and on behalf of **Moody’s Singapore Pte Ltd (“Acquirer”)** along with **Moody’s Investment Company India Private Limited (“PAC-1”)** and **Moody’s Corporation (“PAC-2”)** as persons acting in concert with the acquirer (“**PAC**”) pursuant to Regulation 18(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011 (“**Regulations**”) in respect of the conditional open offer for acquisition of up to 2,650,000 (two million six hundred and fifty thousand) Equity Shares from the Shareholders of ICRA Limited (the “**Target Company**”) by the Acquirer along with the PAC. The Detailed Public Statement with respect to the Offer was published in all editions of Financial Express and Jansatta and the Mumbai edition of Navshakti on 3 March 2014.

1. The Offer was originally made to the Shareholders for an offer price of Rs. 2,000 (Rupees Two Thousand) per Equity Share. In terms of Regulation 18(4) of the Regulations and by way of the corrigendum dated 28 May 2014, the Acquirer and PAC have revised the Offer Price to Rs. 2,400 (Rupees Two Thousand Four Hundred) per Equity Share. Based on the revised Offer Price, the maximum consideration payable under this Offer (assuming full acceptance) would be Rs. 6,360,000,000 (Rupees Six Billion Three Hundred Sixty Million) i.e. the consideration payable for the acquisition of 2,650,000 Equity Shares at the revised Offer Price of Rs. 2400 per Equity Share.
2. The relevant extracts of the recommendation of the committee of the independent directors constituted by the board of directors of the Target Company (the “**IDC**”) in relation to the Offer and the Offer Price are as follows:

a) Members of the Committee of Independent Directors	1. Prof. Deepak Nayyar, Chairman of the Committee; 2. Dr. Uddesh Kohli; 3. Mr. Piyush G. Mankad; and 4. Mr. Amal Ganguli
b) Recommendation on the Offer as to whether the Offer is fair and reasonable	IDC believes that the revised Offer Price of Rs. 2400 per Equity Share is fair and reasonable as on 28 May 2014 and in line with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011
c) Summary of reasons for recommendation	1. The Offer is a conditional open offer and the IDC is not aware of any material adverse impact on the business of the Target Company as a result of the Offer. The IDC has noted that the Acquirer and the PAC have stated the following in the LoF:- “(i) The closer collaboration with the Target Company, its employees and management may allow Moody’s Group to offer a broader range of products and services.” “(ii) For employees of the Target Company, the strengthened ties with Moody’s Group may offer increased career development opportunities.” “(iii) Pursuant to the successful closure of this Offer and assuming full acceptances, the public shareholding in the Target Company shall not fall below 25% (twenty five percent) of the Voting Share Capital which is the minimum public shareholding required for listing on a continuous basis.” 2. Price Waterhouse & Co. LLP acted as the professional advisor to the IDC and has advised that the revised Offer Price of Rs. 2,400 per Equity Share is fair and reasonable, from a financial point of view.
d) Details of the Independent Advisor	Price Waterhouse & Co. LLP

- The IDC’s recommendations were published on 30 May 2014 in all editions of Financial Express and Jansatta and the Mumbai edition of Navshakti.
3. This Offer is not a competing offer in terms of Regulation 20 of the Regulations and there has been no competitive bid to this Offer.
4. The LoF was dispatched by 27 May 2014 to the Shareholders of the Target Company holding Equity Shares as on the Identified Date i.e. 20 May 2014.
5. Shareholders are requested to refer to Section 7 of the LoF (Procedure for Acceptance and Settlement) in relation to the procedure for tendering their Equity Shares in the Offer and are required to adhere and follow the procedure outlined therein.
6. Please note that the LoF along with the Form of Acceptance-cum-Acknowledgment is also available on the website of SEBI at <http://www.sebi.gov.in> and Shareholders can send in their acceptance by downloading such forms from the SEBI website and filling in the same.
7. In case of non-receipt/non-availability of the Form of Acceptance-cum-Acknowledgment, Shareholders who have sent Equity Shares to the Target Company for transfer, may send their application in writing to Link Intime India Private Limited (“**Registrar to the Offer**”) on plain paper stating the name and address together with the information requested below as set out in the LoF so as to reach the Registrar to the Offer, on or before close of business hours on the date of closure of the Tendering Period i.e. no later than 16 June 2014.
- (a) In case of Equity Shares held in physical form, the name, address, number of Equity Shares held, number of the Equity Shares offered, distinctive numbers and folio number together with the original Equity Share certificate(s) and valid transfer deed(s). Persons who have acquired Equity Shares should send to the Registrar to the Offer, the original contract note issued by a registered share broker of a recognized stock exchange through whom such Equity Shares were acquired and/or such other documents as may be specified; or
- (b) In case of Equity Shares held in dematerialized form, name of the depository participant (“**DP**”), DP ID, account number together with a photocopy or counterfoil of the delivery instruction slip in “off-market” mode duly acknowledged by the DP in favour of the Special Account for transferring the Equity Shares as per the instructions given below:

DP Name	Ventura Securities Limited
DP ID	IN303116
Client ID	11334935
Account Name	LIIP LICRA OPEN OFFER ESCROW ACCOUNT (“ Special Account ”)
Depository	National Securities Depository Limited (“ NSDL ”)

- (c) Shareholders having their beneficiary account in Central Depository Services (India) Limited (“**CDSL**”) will have to use the inter-depository delivery instruction slip for the purpose of crediting their Equity Shares in favour of the Special Account with CDSL.
- (d) The Equity Shares, share certificates, transfer deeds, Form of Acceptance-Cum-Acknowledgment and/or other relevant documents should not be sent to the Acquirer, the PAC, the Target Company or the Manager to the Offer.
8. In terms of Regulation 16(1) of the Regulations, the Draft Letter of offer was submitted to SEBI on 10 March 2014. SEBI vide its letter dated 16 May 2014 bearing reference number CFD/DCR2/DP/OW/13989/2014 issued its comments on the Draft Letter of Offer in terms of Regulation 16(4) of the Regulations. These comments have been incorporated in the LoF.
9. There have been no material changes in relation to the Offer since the date of the PA other than the upward revision of the Offer Price from Rs. 2,000 per Equity Share to Rs. 2,400 per Equity Share as referred to in paragraph 1 above. In light of the revision to the Offer Price, pursuant to the Escrow Agreement entered into between the Acquirer, the Manager to the Offer and the Escrow Bank, the Acquirer has made an additional cash deposit in the Escrow Account maintained with the Escrow Bank such that the aggregate amount deposited in the Escrow Account is over 100% (one hundred percent) of the consideration payable in respect of minimum level of acceptance, i.e. 2,149,101 Equity Shares representing 21.5% of the fully diluted voting share capital of the Target Company. Shareholders should also note that the Board of Directors of the Target Company in its meeting held on May 14, 2014, has recommended a dividend of Rs. 23 per Equity Share for the financial year ended March 31, 2014. If the members of the Target Company approve the payment of dividend at the forthcoming annual general meeting of the Target Company, the dividend shall be paid to all those members of the Target Company whose name appear in the Register of Members of the Target Company as on August 7, 2014 and to all those members of the Target Company whose names appear on that date as beneficial owners as per the details furnished by the NSDL and the CDSL on the close of business hours as on that date.
10. The Acquirer has received an approval from the RBI dated 28 April 2014 under the Foreign Exchange Management Act, 1999 and the regulations made thereunder for acquiring Equity Shares validly tendered under this Offer by NRIs and OCBs, if any, and the Target Company has received an approval dated 19 May 2014 from SEBI under the SEBI (Credit Rating Agencies) Regulations, 1999, for change in control of the Target Company. The RBI has granted its approval on the basis of a specific list of NRI/OCB shareholders furnished to the RBI. The RBI has advised the Acquirer to approach the RBI for an approval in the event that any NRI/OCB shareholder who was not part of such list, tenders its shares in the Offer.

11. Schedule of Activities:

Activity	Day and Date
PA Date	21 February 2014 (Friday)
Date of publication of the DPS (within 5 (five) Working Days of the PA)	03 March 2014 (Monday)
Last date for a competing offer (within 15 (fifteen) Working Days of the DPS)	25 March 2014 (Tuesday)
Identified Date (10th (tenth) Working Day prior to commencement of the Tendering Period)	20 May 2014 (Tuesday)
Last date by which LoF will be dispatched to the Shareholders (Within 7 (seven) Working Days from, receipt of comments by SEBI)	27 May 2014 (Tuesday)
Last date for the revision of the Offer Price/number of Equity Shares (up to 3 (three) Working Days prior to the commencement of the Tendering Period)	28 May 2014 (Wednesday)
Last date by which the committee of independent directors constituted by the Board of Directors of the Target Company shall give its recommendation (up to 2 (two) working days prior to the commencement of the Tendering Period)	30 May 2014 (Friday)
Date of commencement of Tendering Period (within 12 (twelve) Working Days of receipt of comments from SEBI)	3 June 2014 (Tuesday)
Date of expiry of Tendering Period	16 June 2014 (Monday)
Date of payment of consideration (net of applicable taxes) to the Shareholders whose Equity Shares are validly accepted under this Offer	30 June 2014 (Monday)

12. Capitalised terms used in this Advertisement but not defined shall have the same meaning as assigned to them in the PA, DPS and LoF.
13. This Advertisement shall be available on the SEBI website at www.sebi.gov.in.
14. Details of Manager to the Offer and Registrar to the Offer

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
 Citigroup Global Markets India Private Limited 1202, 12th Floor, First International Financial Centre, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400 051 Tel: +91 22 6175 9745 Fax: +91 22 3919 7822 Email: icra.openoffer@citi.com Contact Person: Mr. Udayan Kejriwal	 Link Intime India Private Limited C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai – 400 078 Tel: +91 22 25967878 Fax: +91 22 25960329 Email: icra.offer@linkintime.co.in Contact Person: Mr. Pravin Kasare

ISSUED BY:
THE MANAGER TO THE OFFER
On behalf of the Acquirer and PAC:
Moody’s Singapore Pte Ltd
Moody’s Investment Company India Private Limited
Moody’s Corporation

Place : Mumbai
Date : 2 June 2014