

Code of Conduct for acquisition/disposal of shares of the Company under the Employees Stock Option Scheme (ESOS)

1. **Coverage:** All Directors, Officers, and Designated Employees of the Company are required to comply with the provisions of The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 1992 (hereinafter called the “Regulations”). All Directors, Officers, and Designated Employees of the subsidiary companies who exercise their Options under the Employees Stock Option Scheme (ESOS) of the Company will be covered under this Code of Conduct.

2. **Undertaking:** Every Director, Officer, and Designated Employee acquiring shares under the ESOS of the Company is required to submit an Undertaking (format enclosed) to the effect that s/he has read, understood, and updated herself/himself with all the Regulations, and that s/he has not contravened any of the Regulations. Further, S/he would undertake that S/he does not have any access or has not received any "Price Sensitive Information" and in case S/he has access to or received "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction S/he would completely refrain from dealing in the securities of the Company till the time such information becomes public.

3. **Holding Period:** There shall be no requirement of any minimum holding period for the shares of the Company acquired on the exercise of Options under ESOS.

4. **Opposite Transaction:** A Director, Officer or Designated Employee can subscribe to the Options under ESOS even if he has sold shares during the previous six months. However, it may be noted that once shares acquired through ESOS are sold in the market, the restriction on buying (not on exercise of Options) would become applicable for next six months.
5. **Pre clearance of trade:** There will be no requirement to get the pre clearance for sale of shares acquired under ESOS.
6. **Trading Window:** In the case of ESOS, exercise of Options may be allowed during the period when the trading window is closed. However, sale of shares allotted following the exercise of Options under ESOS shall not be allowed when the trading window is closed.
7. **Penalty**
 - (a) Any Director, Officer or Designated Employee who trades in the shares of the Company in contravention of this Code, shall be penalised and appropriate action shall be taken against her/him by the Company after giving reasonable opportunity to her/him to show cause. S/he shall also be subject to disciplinary action, as deemed appropriate, with such action including wage freeze, suspension, and/or debarment from future participation in ESOS.
 - (b) In case any of the provisions of this Code and/or the Regulations has been found to be violated, the Company shall inform SEBI of such violation. The person violating this Code or the Regulations shall be subject to action by SEBI, in addition to being subject to the action that may be taken by the Company.

8. **Applicability of other Provisions of the Regulations:** This Code of Conduct is for the exercise of Options under ESOS of the Company. All Directors, Officers and Designated Employees would continue to comply with other provisions of the Regulations relating to prohibition of Insider trading

9. **Appropriate Authority:** The Managing Director of the Company shall be the appropriate authority for managing the Code of Conduct and his decision in this respect shall be final and binding.

ANNEXURE-II

LETTER OF UNDERTAKING

From
Mr./ Ms.

Date

To
The ESOS Compensation Committee,
ICRA Employees Welfare Trust,
ICRA Limited, 1105, Kailash Building, 11th Floor,
26, Kasturba Gandhi Marg,
New Delhi 110001.

Dear Sirs,

This is in reference to the letter of Exercise of Options dated _____ to subscribe for _____ Options of ICRA Limited under the Employees Stock Option Scheme, 2006 of the Company. I have, by the aforesaid letter, undertaken to be bound by the terms and conditions of the Scheme, which I confirm that I have understood fully.

I further undertake:

- i. That I do not have any access or has not received any "Price Sensitive Information" upto the time of signing this undertaking.
- ii. That in case I have access to or receive "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction I shall inform the Compliance Officer of the change in the position and that I would completely refrain from dealing in the securities of the Company till the time such information becomes public.
- iii. That I have not contravened any of the regulations under The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Code of Conduct of the Company.
- iv. That I have made a full and true disclosure in the matter.

I agree not to indulge in any of the following activities:

1. Communicate to any person any unpublished price sensitive information regarding the Company such as:
 - Financial results of the Company,
 - Intended declaration of dividend,
 - Issue of shares by way of public, rights, bonus etc.,
 - Any major expansion plans or execution of new projects,
 - Amalgamations, mergers, takeovers and buy backs,
 - Disposal of the whole or part of the undertaking,
 - Any change in the policies, plans or operations of the Company.

2. Advise any third party to deal in such securities on the basis of the aforesaid unpublished price sensitive information.

I do hereby undertake that I have read, understood and updated myself from time to time with all the Regulations mentioned in the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992. I further undertake not to indulge in any insider trading activities as understood under the said Regulations. I agree not to manipulate the stock market by using to my advantage, any vital and sensitive but unpublished information that I may have access to in the Company.

If at any time during the pendency of the Scheme, a complaint is filed against me for engaging in insider trading, I agree to fully cooperate with the Company as well as SEBI, which is the regulatory authority, empowered to investigate and initiate criminal prosecution of persons contravening the SEBI Rules and Regulations.

Yours faithfully,

Signature : _____
Name : _____
Designation : _____
Branch Name : _____
Res. Address : _____
Telephone No. : _____

Witness
Signature : _____
Name : _____
Designation : _____
Res. Address : _____
Telephone No. : _____