



(A wholly owned subsidiary of Punjab National Bank)

PNB Pragati Towers, 2nd Floor, C-9, G Block, Bandra Kurla Complex, Bandra East, Mumbai - 400 051

Expression of Interest (EOI)

19th June 2018

To,

Potential Investor/Purchaser ('Bidder')

Sub: Invitation to buy equity shares of ICRA Ltd of Face Value of Rs. 10 each held by Punjab National Bank (the Seller/ the Bank/PNB)

The Bank is proposing to sell 3,30,000 equity shares of face value of Rs. 10 each of ICRA Ltd ('ICRA') which is 3.33% of paid up equity share capital of ICRA.

PNB Investment Services Ltd. ('PNBISL') has been appointed as Merchant Banker/Advisor by PNB for the above mentioned stake sale. We invite your bid to buy the aforesaid equity based on the "Company Background and Issue Structure" attached herewith as Part II. The Bid should be in conformity with the terms and conditions stated in this document read along with Part II and should be submitted latest by 1700 Hrs. on 27th June, 2018 in a sealed envelope to:

PNB Investment Services Ltd
PNB Pragati Towers, 2nd Floor,
C-9, G Block, Bandra Kurla Complex,
Bandra East, Mumbai - 400 051
Tel: 022 2672 6253
Email: project.trust@pnbisl.com

The sealed envelope should be marked as "**Bid for Punjab National Bank – ICRA Share Sale**"

Part I

I. Submission of Bids:

- a. Bid should be submitted individually and independently by the Bidder. Bidding in consortium is not permitted.
- b. Bid for the price per share should be mentioned clearly and in conformity with the terms and conditions stated in the EOI along with the Issue Structure. All the pages of the bid should be signed and stamped by the authorized officer(s) of the Bidder.
- c. Submission of bid by the Bidder shall mean that they have accepted all the terms and conditions mentioned in this document and Part II.
- d. Bidder shall not be allowed to withdraw the bid after submission. A bid once submitted shall be valid up to 10th July 2018
- e. Bidder should confirm that all information, documents, statements produced by them in their bid are true and complete, duly signed and stamped on their letterhead or under their seal by the authorized officer(s). Under no circumstances, the Bidder should give or withhold any information or statement or document that is likely to mislead the Bank.
- f. Bidders should confirm that they have complied with/ agree to comply with all the statutory formalities/ guidelines/ regulations/ circulars issued by the Reserve Bank of India, SEBI, Companies Act 2013 read along relevant Rules and other relevant statutory provisions as applicable to the present sale of shares
- g. Bidder shall provide any transactional support required for the successful completion of the sale.
- h. There should not be any adverse remarks on the Bidder by any regulator that may cause hindrance in consummation of the transaction
- i. The Bidder should not have been prohibited by any regulatory authority for buying such shares
- j. If any information provided by any bidder is found and/ or proved to be incorrect or misleading, such bid shall be rejected / disqualified

Sr. No	Particulars	Details to be submitted
1	Name of the Bidder	
2	Constitution and date of establishment	
3	Profile of the Bidder	
4	Address of the Bidder	
5	Details of the contact person	
A	Name	
B	Designation	
C	Address	
D	Tel. No	
E	Fax. No	
F	Mobile No.	
G	Email id	
H	Details of registration with SEBI/ RBI, if any	
J	Latest audited Net Worth	
	Self-declaration on items a to j above	Should be submitted on letter head of the Bidder



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II. Details of Financial Bid (Multiple bids will not be allowed):

The Bidder should submit their financial bids as per format given hereunder:

Sr. No	Particulars	Details to be submitted
1	Name of the Bidder	
2	Price offered per share (in Rs. Up to two decimals)	

III. Evaluation of Bids:

- a. Bidder shall be shortlisted based on the best consideration to the Bank
- b. Bidder quoting the best consideration to the Bank shall be declared "H1" bidder. The bidder quoting the next highest consideration shall be "H2" bidder and so on
- c. If more than one bidder is declared as H1 bidder, such bidder shall be provided an opportunity to revise the price upward by submitting fresh bid through email (password protected) on the same day by 1930hrs. In case if situation emerges of tie even on revision of bid, PNB will have the right to take decision on the final buyer
- d. The bid has to be submitted for 3,30,000 equity shares. Partial bid of shares shall be rejected.
- e. Quoting range of price in the bid shall not be accepted
- f. The Bank reserves the right to cancel or accept any/all the bids, at its sole and absolute discretion, without assigning any reason whatsoever
- g. The bid shall be opened at given office at 1800 Hrs. on 27th June 2018. Bidder may remain present at the time of opening of the bid



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Part II – Company Background & Issue Structure

Introduction – ICRA Ltd

ICRA Limited (formerly Investment Information and Credit Rating Agency of India Limited) was set up in 1991 by leading financial/investment institutions, commercial banks and financial services companies as an independent and professional investment Information and Credit Rating Agency.

Today, ICRA and its subsidiaries together form the ICRA Group of Companies (Group ICRA). ICRA is a Public Limited Company, with its shares listed on the Bombay Stock Exchange and the National Stock Exchange.

Alliance with Moody's Investors Service

The International Credit Rating Agency Moody's Investors Service is ICRA's Largest Shareholder. The participation of Moody's is supported by a Technical Services Agreement, which entails Moody's providing certain high-value technical services to ICRA. Specifically, the agreement is aimed at benefiting ICRA's in-house research capabilities, and providing it with access to Moody's global research base. The agreement also envisages Moody's conducting regular training and business seminars for ICRA analysts on various subjects to help them better understand and manage concepts and issues relating to the development of the capital markets in India. Besides this formal training programme, the agreement provides for Moody's advising ICRA on Rating products strategy, and the Ratings business in general.

Products & Services

ICRA Limited offers the following Products & Services

- Ratings
 - Corporate Debt Ratings
 - Financial Sector Ratings
 - Structured Finance Ratings
 - Infrastructure Sector Ratings
 - Other Ratings
- Gradings
 - Microfinance Institutions
 - Solar Power Gradings
 - Construction Grading
 - Real Estate Grading
 - Others
- Research
 - Industry Sector Reports



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Shareholding Pattern

Description as on	No of Shares	% of Holding
	31 st March 2018	
Promoters	50,05,622	50.6
Non Promoter (Institution)	3866644	39.0
Non Promoter (Non-Institution)	990331	10.0
Total Non Promoter	48,56,975	49.0
Total Promoter & Non Promoter	9862597	99.6
Custodians(Against Depository Receipts)	40,683	0.4
Grand Total	99,03,280	100.0

Source: Capitaline

Financial Overview – Standalone

(Rs. crs)

Year End	2018(03)	2017(03)	2016(03)
Equity	9.9	9.9	10.0
R&S	560.9	453.6	408.4
Sales	222.1	210.9	195.4
Other Income	50.7	55.6	23.7
PBIDT	148.5	137.3	97.7
RPAT	100.3	97.9	61.5

Source: Capitaline

Issue Structure

Paid up equity capital of ICRA	99,03,280 equity shares of Rs. 10 each
Total number of equity shares to be sold by Punjab National Bank	3,30,000 equity shares
Floor Price per share	To be calculated as per SEBI Floor price with relevant date being 26 th June 2018 SEBI floor price formula- at a price not less than the average of the weekly high and low of the closing prices of the equity shares of the same class quoted on the stock exchange during the two weeks preceding the relevant date
Bid Size	3,30,000 equity shares
Date of Pre-bid meeting	25 th June 2018 (1500 Hrs.)
Last date of submission of bids	27 th June 2018 (1700 Hrs.)
Date of opening of bids	27 th June 2018 (1800 Hrs.)
Date of acceptance of bids and communication to the Bidder	On or before 28 th June 2018
Last date of completion of sale	On or before 29 th June 2018