



Credit Analysis and Research Limited

**Registered Office: 4th Floor, Godrej Coliseum, Somaiya Hospital Road,
Off Eastern Express Highway, Sion (East), Mumbai 400 022**

NOTICE

To the Members,

Notice is hereby given that an Extra Ordinary General Meeting of the members of the Company will be held on Tuesday, March 11, 2014 at 4.00 p.m. at Walchand Hirachand Hall, 4th Floor, Indian Merchants Chamber, Indian Merchants Chamber Building, Indian Merchants Chamber Marg, Churchgate, Mumbai – 400 020 to transact the following business:

SPECIAL BUSINESS

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution.

“RESOLVED THAT pursuant to the applicable provisions of the Foreign Exchange Management Act, 1999 and Foreign Exchange Management (Transfer or Issue of Security by a Person resident outside India) Regulations, 2000 (**“FEMA”**), the Companies Act, 1956 and Companies Act, 2013, as in force and as amended from time to time, and all other applicable rules, regulations, guidelines and laws (including any statutory modification or re-enactment thereof for the time being in force) and applicable circulars and notifications issued by the concerned authorities and subject to all requisite approvals, permissions and sanctions of the concerned authorities including (as applicable) the Foreign Investment Promotion Board, Reserve Bank of India, Ministry of Finance, Ministry of Corporate Affairs, Government of India and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions and sanctions which may be agreed to by the board of directors of the Company and/or duly authorized committee thereof for the time being exercising the powers conferred by the board of directors (hereinafter referred to as the **“Board”**), the consent of the

Company is hereby accorded for increasing the limit of investment by Foreign Institutional Investors (“FIIs”) including their sub-accounts in the shares and convertible debentures of the Company by subscription or acquisition up to seventy four percent (74%) of the paid up equity share capital or paid up value of each series of convertible debentures of the Company as may be applicable.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such documents, deeds and writings as may be required for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

By Order of the Board of Directors
For Credit Analysis & Research Ltd.

Navin K. Jain
Company Secretary

Place: Mumbai
Date: February 12, 2014

Notes:

- (1) The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, with regard to the Special Resolution mentioned above is enclosed.
- (2) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself, and such proxy need not be a member of the Company. A blank form of proxy is enclosed herewith which, if intended to be used, should be deposited with the Company duly completed not later than 48 (forty eight) hours prior to the commencement of the meeting.
- (3) Members/Proxies should bring the Attendance Slip duly filled for attending the meeting.

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 forming part of notice convening the extra-ordinary general meeting

CARE’s shares got listed on the Bombay Stock Exchange and the National Stock Exchange on December 26, 2012. The Current investment of Foreign Institutional

Investors, Qualified Foreign Investors (Corporate) and Non-resident Indians as on January 31, 2014 is 13.65%, 1.54% and 0.46% respectively which aggregates to 15.65%. The present limit of FIIs investment in the shares and each series of convertible debentures of the Indian company is 24% which the Company proposes to increase to 74%. This is proposed in order to improve marketability, increase liquidity and to facilitate price discovery of the Company's shares which will enhance the image of the Company.

In terms of the provisions of Portfolio Investment Scheme under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, the FIIs including their sub-accounts ("FIIs"), may invest in the shares / convertible debentures up to the sectoral cap / statutory limit as applicable to the Indian companies, subject to approval of the Board of Directors and approval of the members of the Company by way of special resolution.

The Board at its meeting held on February 12, 2014, subject to the approval of the members by way of special resolution, has given its approval for enhancing the investment limit upto 74% of the paid up equity capital or paid-up value of each series of convertible debentures of the Company to enable the FIIs and its sub-accounts to invest in the shares or convertible debentures of the Company.

The Board accordingly recommends the resolution to be passed as special resolution.

None of the Directors, manager and key managerial personnel of the Company and their respective relatives is in any way concerned or interested in this resolution except to the extent of their capacity as shareholders of the Company and for number and percentage of shares they are holding.

By Order of the Board of Directors
For Credit Analysis & Research Ltd.

Navin K. Jain
Company Secretary

Place: Mumbai
Date: February 12, 2014