



CREDITACCESS GRAMEEN LIMITED

(Formerly known as Grameen Koota Financial Services Private Limited)
Regd. Office: New No. 49 (Old No725), 46th Cross, 8th Block, Jayanagar,
(Next to Rajalakshmi Kalayana Mantap) Bengaluru KA-560071 IN
CIN: U51216KA1991PLC053425

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 27th Annual General Meeting (AGM) of the Members of "**CreditAccess Grameen Limited**" will be held on Wednesday, November 21, 2018, at 10 a.m. at The Capitol, "Senate", #3, Rajbhavan Road, Bengaluru - 560001, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the financial year ended March 31, 2018, the Audited Balance Sheet as at that date, together with the Cash Flow Statement, the Report of the Board of Directors and Independent Auditors thereon.
2. To appoint a Director in place of Mr. Paolo Brichetti (DIN: 01908040) who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and Article 58 of the Articles of Association and being eligible, offers himself for re-appointment.
3. To fix the remuneration of Statutory Auditors for the financial year 2018-19.

SPECIAL BUSINESS:

4. Approval of resolution under Sec 180(1) (c) of the Companies Act, 2013

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

"**RESOLVED THAT** subject to the provisions of section 180(1)(c) of the Companies Act, 2013, and in supersession of the resolution dated June 28, 2017, consent of the members be and is hereby accorded to the Board of Directors of the Company to borrow from time to time such sum or sums as they may deem appropriate for the purposes of the Company notwithstanding that the monies already borrowed and the monies to be borrowed (apart from temporary loans obtained from company's bankers in the ordinary course of business) will exceed the paid-up capital of the Company free reserves not set apart for any specific purpose and securities premium account, provided that the total amount upto which monies may be borrowed by the Board of Directors shall not exceed Rs. **12,000** crores (Rupees twelve thousand crores only) at any one time.

RESOLVED FURTHER THAT the Board of Directors (the "**Board**", which term shall be deemed to include any committee so authorized by the Board thereof) be and are hereby authorized to do such acts, deeds, things and execute all such documents, undertaking as may be necessary for giving effect to the above resolution.

RESOLVED FURTHER THAT the above resolution does not authorize directly or indirectly the issuance of any security convertible into or exercisable for any equity security as well as the issuance of any debt security or any borrowing to be deployed outside the regular course of business."

5. Approval of resolution under Sec 180(1) (a) of the Companies Act, 2013

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

"**RESOLVED THAT** in supersession of the resolution dated June 28, 2017, consent of the members be and is hereby accorded pursuant to section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013, to the Board of Directors of the Company to pledge, mortgage and/or charge in all or any part of movable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favor of Banks, Financial Institutions, any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the Principal together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings

provided that the maximum extent of the indebtedness secured by the properties of the Company does not exceed the borrowing limits fixed by the Company pursuant to Sec 180 (1)(c) of the Companies Act, 2013 at any point of time.

RESOLVED FURTHER THAT the Board of Directors (the "**Board**", which term shall be deemed to include any committee so authorized by the Board thereof) be and are hereby authorized to do such acts, deeds, things and execute all such documents, undertaking as may be necessary for giving effect to the above resolution.

RESOLVED FURTHER THAT the above resolution does not authorize directly or indirectly the creation of an encumbrance other than for securing the borrowings of the Company obtained for on-lending in its ordinary course of business."

6. **Approval for private placement of NCDs**

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

RESOLVED THAT in supersession of the resolution dated June 28, 2017, pursuant to the provisions of Section 42 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") (including any statutory modification(s) or re-enactment thereof, for the time being in force), Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other relevant rules notified under the Act, (v) the enabling provisions of the Memorandum and Articles of Association of the Company; and (ii) such other approvals, permissions and sanctions as may be necessary and such other conditions and modifications as may be prescribed in granting of such approvals, permissions and sanctions by any of the aforesaid authorities which may be agreed to by the Board of Directors of the Company (the "**Board**", which term shall be deemed to include any committee so authorized by the Board thereof), the Board be and is hereby authorized to issue secured or unsecured rated, listed and redeemable non-convertible debentures/ Non-convertible Bonds or alike instruments in one or more tranches (the "**Debentures**") on a private placement basis in dematerialized form ("**Debenture Issue**"). These Debentures are proposed to be issued on, *inter alia*, the following terms and conditions:

- (i) the approval is granted for a period of one year from the date of this resolution;
- (ii) each Debenture Issue may be made to such number of subscribers as may be decided by the Board;
- (iii) the aggregate amount of Debenture Issues during the approved year shall not exceed Rs 3000 crores which will be subject to the overall borrowing limit approved by the shareholders under Section 180 (1)(c) Act;
- (iv) the Yield for each Debenture Issue during the approved year will be decided by Board depending on financial market conditions. "**Yield**" herein includes coupon and redemption premium, but excludes processing fees, make whole amounts, costs and expenses which will be payable additionally;
- (v) the full amount of the face value of Debentures shall be payable along with the application for such Debentures in the prescribed application form of the Company or in such manner as may be determined by the Board; and
- (vi) the offer for the Debentures shall be limited to the subscribers to whom it is made and whose names have been recorded by the Company prior to such invitation.

RESOLVED FURTHER THAT Stakeholder's Relationship Committee of the Board be and is hereby authorized to allot the Debentures and to do all such acts, deeds and things incidental to the allotment.

7. **Alteration of Object clause of Memorandum of Association**

To consider and if thought fit to pass with or without modification the following as a **Special Resolution**.

"RESOLVED THAT pursuant to provisions of Section 13, Section 4 and other applicable provisions, if any, of the Companies Act, 2013, ("**Act**") including any statutory modifications or re-enactment thereof for the time being in force and rules made thereunder and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the

Company (hereinafter referred to as "Board" which term shall include any Committee or one or more Directors), the consent of the members of the Company be and is hereby accorded for alteration of the Objects Clause of the Memorandum of Association ("MOA") of the Company as follows:

i. The existing Clause III A (3) is substituted with the following:

3. *To cross sell non-financial products, provide livelihood promotion and other allied services (including consulting) with a view to provide them sustainable livelihood and enhancement of their and their family's living conditions based on their needs, skills and traditional livelihood occupations."*

ii. Clause III A (4) and III A (5) added after Clause III A (3) as under:

4. *"To create linkages with banks and national and international financial institutions and international aid/developmental organizations for the purpose of making them bankable community and making available financial products like insurance, savings, deposits, bonds and mutual funds."*

5. *"To carry on and undertake the business and activities of an insurance intermediary or agent including a Corporate Agent in accordance with the provisions of the rules and regulations issued by the Insurance Regulatory and Development Authority of India for all classes of insurance business in India which includes, Life, General and Health Insurance Business."*

RESOLVED FURTHER that the Board be and is hereby authorized to undertake all such acts, deeds, matters, and things and to execute all such deeds, documents, and writing as may be deemed necessary, proper, desirable and expedient in its absolute discretion, for the purpose of giving effect to this resolution and to settle any question, difficulty, or doubt that may arise in this regard.

RESOLVED FURTHER that the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company or Officer(s) of the Company in order to give effect to this resolution.

8. **Approval of payment of Commission to Independent Directors**

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

"RESOLVED THAT pursuant to Section 197, 198, and all other applicable provisions of the Companies Act, 2013, provisions of SEBI (Listing Obligation Disclosure Requirement) Regulation 2015 and the Articles of Association of the Company, the Company be and is hereby authorised to pay to its Independent Directors (other than the Managing Director of the Company) with effect from Financial Year 2017-18, such commission as the Board of Directors may from time to time determine (to be divided amongst them in such proportion/ criteria as may be determined by the Board of Directors from time to time and equally in default of such determination) provided that such commission and sitting fees being paid/payable for attending the meetings of the Board of Directors of the Company and its Committees thereof, during a financial year shall not be less than Rs 8 lakh and not more than Rs 15 lakh per Independent Director and the overall commission payable to Independent Directors as mentioned shall not exceed the statutory limits provided in Section 197 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company (including Nomination & Remuneration Committee) be and is hereby authorised to do all such acts and take all such steps as may be necessary or expedient to give effect to this resolution including payment of such commission for any period or periods."

9. **Approval of revision in remuneration of Managing Director & Chief Executive Officer (MD & CEO)**

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 provisions of Sec 196, 197 read with PART I, and Sec I to IV of PART II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination & Remuneration Committee ("Committee"), approval of the members be

and is hereby accorded for revision in the terms of remuneration of Mr. Udaya Kumar Hebbar (DIN : 07235226), MD & CEO of the Company, as mentioned hereunder:

For the financial year 2017-18

Remuneration Component	Rs (per annum)
a. Basic Salary	3,014,532
b. HRA	1,205,808
c. Other variable allowance	5,694,924
d. Performance Based Incentive (PBI)	2,478,816
Total	12,394,080

For the Financial year 2018-19

Remuneration Component	Rs (per annum)
a. Basic Salary	3,252,504
b. HRA	1,301,004
c. Other variable allowance	6,551,592
d. Performance Based Incentive	to be decided by NRC & Board after end of Financial Year
Total	11,105,100

“RESOLVED FURTHER THAT the overall remuneration payable to Mr. Udaya Kumar Hebbar (DIN : 07235226) for each financial year, in case of profits, by way of fixed salary, variable pay, performance based incentives (including stock based compensation of all types) and employee benefits etc. shall be as specified above, but shall not exceed the limits provided under Section 197 of the Companies Act, 2013, or such other limits, as may be prescribed, from time to time. ”

RESOLVED FURTHER THAT notwithstanding anything contained hereinabove, where in any financial year during the currency of his appointment, the Company has no profits, or its profits are inadequate, the remuneration payable to MD & CEO shall be subject to ceilings provided under Sec II of Part II of Schedule V of Companies Act 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required, and to delegate all or any of its powers herein conferred to any committee of Director or Director(s), to give effect to the aforesaid resolution.”

**By order of the Board of
CreditAccess Grameen Limited**

**Bengaluru
October 16, 2018**

**Syam Kumar R
Company Secretary**

NOTES

1. The statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the special business as set out above is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Pursuant to Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. Members holding more than 10% of the total share capital of the Company carrying voting rights may appoint single person as proxy who shall not act as a proxy for any other person or shareholder. Instrument of proxy, in order to be effective, must be duly filled, signed, stamped and received at the Company's Registered Office, not less than 48 hours before the meeting. Proxies submitted on behalf of Limited Companies, Societies, etc. must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organization. A proxy form (Form MGT - 11) is annexed to this notice.

3. Shareholders may note that the Company or its Registrars cannot act on any request received directly from the shareholders holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of shareholders.
4. Shareholders holding shares in physical form are requested to inform the Company and those holding shares in demat form to inform the Depository Participant about any changes in their mailing address and also to quote Folio Number/Client ID/DP ID, in all their correspondence with the Company/Depository Participant.
5. Members/Proxies are requested to bring the attendance slip (annexed to this notice) duly filled in for attending the meeting.
6. As a measure of economy, copies of the Annual Report will not be distributed at the venue of AGM. Members are requested to bring their copies of the Annual Report to the meeting.
7. Members seeking any information with regard to the accounts are requested to write to the Company at an early date, so as to enable the management to keep the information ready at the meeting.
8. The route map and prominent landmark of the venue of the meeting is provided in this Notice.
9.
 - a) Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to members to exercise the right to vote by electronic means. The Company has arranged this facility from Karvy Computershare Private Limited. The Members whose names appear in the Register of Members/List of Beneficiary Owners as on November 14, 2018 (cut-off date) i.e., a date not earlier than seven days before the date of general meeting shall only be allowed to vote.
 - b) Shareholders who have acquired shares after the dispatch of notice and before the cut-off date may approach the Company/Registrar for issuance of User ID and Password for exercising their votes by electronic means.
 - c) The remote e-voting period will commence at 9.00 a.m. on November 18, 2018 and will end on 5.00 p.m. on November 20, 2018. At the end of the remote e-voting period, the said facility shall forthwith be blocked. The Company has appointed CS C Dwarakanath, Company Secretary in Practice, No.31, 3rd Floor, Rear Block, Opp. Karanji Anjaneya Temple, West Anjaneya Temple Street, Basavanagudi, Bengaluru-560004, to conduct the scrutiny of votes cast in the remote e-voting process and poll at the venue of the AGM of the Company.
 - d) Once the vote on a Resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
 - e) The facility for voting through electronic mode shall be made available at the meeting and the members attending the meeting, who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
 - f) The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to vote again at the meeting.
 - g) The results of the remote e-voting and poll in the AGM shall be declared within 48 hours of conclusion of the AGM in the website of the Company and also will be intimated to the Stock Exchanges.
 - h) Shareholders who are not members as on the cut-off date shall treat this notice for information purposes only.

- i) Documents/Papers relating to the items contained in the Notice may be perused on any working day during business hours at the Registered Office of the Company and the copies shall also be made available for inspection at the Meeting.

The members desiring to vote through electronic mode may refer to the detailed procedure on remote e-voting as given below:

10. INSTRUCTIONS FOR REMOTE E-VOTING ARE AS UNDER:

- A. In case a Member receives the notice convening the Annual General Meeting through an email from Karvy [for members whose email IDs are registered with the Company/Depository Participant(s)]:
- i. Launch internet browser by typing the URL: <http://evoting.karvy.com>.
 - ii. Enter the login credentials (i.e., User ID and password mentioned in attendance slip). However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. First time users will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVENT" i.e. CreditAccess Grameen Limited."
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut Off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding. If the shareholder does not indicate either "FOR" or "AGAINST" then such electronic vote shall be treated as "ABSTAIN/INVALID" and the shares held will not be counted under either head.
 - viii. Shareholders holding multiple folios/demat account shall choose the voting process separately for each folio/demat account.
 - ix. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote for any specific item it will be treated as "abstained".
 - x. Cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the all Resolution(s).
 - xii. Corporate/Institutional Members (ie. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at E-mail ID: dwarakanath.c@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name EVENT NO."
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy]:

- i. User ID and initial password as provided in the e-voting/attendance slip form provided along with the AGM notice.
 - ii. Please follow all steps from Sl. No. (i) to Sl. No. (xii) as mentioned in (A) above, to cast your vote.
- C. In case a person becomes a member of the Company after the dispatch of AGM Notice but on or before the cut-off date i.e. **November 14, 2018**, the member may write to the Karvy on the email Id sridhar.balamurli@karvy.com or to Mr. Sridhar Balamurli, Contact No. 040-67162222, at (Unit: CreditAccess Grameen Limited) Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500 032, requesting for the User ID and Password. After receipt of the same, please follow all the instructions from Sl. No. (i) to Sl. No. (xii) as mentioned in (A) above, to cast your vote.
- D. The remote e-voting period commences on November 18, 2018 (9:00 am) and ends on November 20, 2018 (5:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date being November 14, 2018 may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on the resolution is cast by the shareholder, he shall not be allowed to change it subsequently. Further, the shareholders who have cast their vote electronically may participate in the AGM but shall not be allowed to vote again.
- E. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <http://evoting.karvy.com> or contact Karvy Computershare Pvt. Ltd. at Tel. No. 18003454001 (toll free).
- F. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- G. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of November 14,2018.
- H. The Board of Directors has appointed CS C Dwarakanath, Company Secretary in Practice, No.31, 3rd Floor, Rear Block, Opp. Karanji Anjaneya Temple, West Anjaneya Temple Street, Basavanagudi, Bengaluru-560004, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- I. The members who are entitled to vote but have not exercised their right to vote through remote e-voting may vote at the AGM through electronic mode (Instapoll) for all businesses specified in the accompanying Notice.
- J. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, will first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and handover the same forthwith to the Chairman or a person authorized by the Board who shall countersign the same.
- K. The Results shall be declared forthwith by the Chairman or a person authorized by Board in writing and the Resolutions will be deemed to be passed on the AGM date subject to the requisite number of votes in favor of the Resolution(s).
- L. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.grameenkoota.org and on the website of Karvy, <http://evoting.karvy.com> within 48 hours from the declaration of results of voting and shall also be communicated to the Stock Exchanges where the Company's shares are listed as also displayed in the Notice Board at the Registered Office of the Company.

**By order of the Board of
CreditAccess Grameen Limited**

**Bengaluru
October 16, 2018**

**Syam Kumar R
Company Secretary**

Additional Information with respect to Item No. 2

Information required to be furnished under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2 on General Meetings

As required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2, the particulars of Directors who are proposed to be appointed/re-appointed at this Meeting are given below:-

Name and DIN	Name: Mr. Paolo Brichetti; DIN 01908040	
Age & Date of Birth	Age: 54; DoB: January 29, 1964	
Nationality	Italian	
Date of appointment on the Board	November 27, 2009	
Relationship with other Directors	None	
Qualification	He has completed a course on international business at City of London Polytechnic	
Expertise in specific functional areas	Entrepreneur in Micro finance business and Group CEO for CreditAccess group.	
Number of shares & % of holding	No of Shares: 13*; % of holding:0.00%	
List of Directorships held in other Public Limited Companies	None	
Chairmanships/Memberships of Committees in other Public Limited Companies (Includes Audit Committee and Stakeholders Relationship Committee)	None	
Number of Board meetings attended during the FY 2017 - 2018	Held	12
	Attended	12

*Paolo Brichetti holds 13 shares as nominee of CreditAccess Asia N.V.

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 4 & 5

The Company had at the previous Annual General Meeting held on June 28, 2017, taken approval of the shareholders by way of special resolution pursuant to Section 180(1)(c) of the Companies Act, 2013, whereby the Board of Directors of the Company was authorized to borrow moneys apart from temporary loans obtained from Company's Bankers in the ordinary course of business in excess of the aggregate of paid up capital and free reserves that is to say reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rs. 8000 crores (Rupees eight thousand crores only).

With the increase in operation of the Company and the projections for the coming years, it is proposed to increase the Borrowing limits to Rs. 12,000 crores (Rupees Twelve thousand crores only). Pursuant to Section 180(1)(c) of the Companies Act, 2013, the proposed increase in borrowing limits require the approval of the members by way of Special Resolution. Hence the Company proposes the Special Resolution in Item No. 4.

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the general meeting. Hence the Company proposes the Special Resolution in Item No. 5

Copy of the documents relating to previous resolution passed by the members is available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day. The Directors recommend the Special Resolution set out in Items No. 4 & 5 of the Notice for approval.

None of the Directors and Key Managerial Persons of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out in Items No. 4 & 5 of the Notice.

Item No. 6

In order to provide necessary flexibility regarding borrowings of the Company in an optimal manner depending on the market conditions, the Company proposes to offer, issue and allot Redeemable Non-Convertible Debentures ('NCDs') or Non-Convertible Bonds or alike instruments upto an amount of Rs. 3000 crores in such manner and on such terms and conditions as may be deemed appropriate by the Board of Directors of the Company (the "**Board**", which term shall be deemed to include any committee so authorized by the Board thereof).

Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, provides that a Company offering or making an invitation to subscribe such instrument on private placement basis shall obtain prior approval of the shareholders by way of a special resolution. The special resolution shall be valid for a period of one year for all the offers or invitations for such instruments made during the year. The Company may offer or invite subscription for such instruments, in one or more series/tranches on private placement basis to persons who may or may not be shareholders of the Company. These instruments may be secured by mortgage/charge on the assets of the Company and may be listed on one or more stock exchanges. The proposed borrowings along with the existing borrowings of the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) would not exceed the borrowing limit approved by the shareholders from time to time.

Approval of the shareholders is, therefore, sought for the proposed issue of NCDs/Non-Convertible Bonds or alike instruments and for authorizing the Board to issue such instruments on such terms and conditions as may be deemed appropriate by the Board. The Board recommends the resolution for approval of the shareholders of the Company as a Special resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution.

Item No. 7

The Company's Object clause in the Memorandum of Association was last altered on 20th July 2007 when the Company was converted to an NBFC. Since then, the Microfinance Industry to which the Company belongs, as well as the regulatory environment in the country has undergone drastic changes. These changes have prompted us to relook and expand scope of business of our Company and explore other lines of business which will help us to provide wider array of financial and non-financial products and services to our customers.

Pursuant to our line of business, following are the areas where we can further expand our business without making drastic changes in our operations:

- Corporate Agents for Insurance Companies to provide suitable insurance products to our customers and their family members.
- Cross selling of Financial and Non-financial products.

The Alteration suggested is to incorporate the above line of activities in the object clause.

Pursuant to Section 13 of the Companies Act 2013, alteration of the provisions of the Memorandum of Association of the Company can be undertaken by passing of special resolution by the shareholders of the Company. Hence this Special Resolution is proposed.

Copy of the Memorandum of Association is available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day. Directors recommend the Special Resolution set out in Item No. 7 of the Notice for approval.

None of the Directors and Key Managerial Persons of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out in Item No. 7 of the Notice.

Item No. 8

The Independent Directors of your Company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas such as Banking and financial services, corporate strategy, technology and information systems. This has substantially contributed the growth of your Company and guided the management team of the Company throughout several years and eventually enabled the Company listing in the stock exchanges in India. Being the listed company, we not only recognize the contribution of the Independent Directors, but also the Board is of the view that it is necessary to attract adequate talented resource as Independent Directors going forward, so as to continuously strengthen the governance of the Company. In this direction, apart from sitting fee, we need to ensure that adequate compensation be given to the Independent Directors so as to retain and attract the appropriately talented Independent Directors going forward.

Section 197 of the Companies Act, 2013 and Regulation 17(6)(a) of SEBI (Listing Obligation Disclosure Requirement) Regulation 2015 states that the prior approval of the shareholders of the company is required for making payment to its Independent Directors

The approval of the members of the Company under Section 197 of the Companies Act, 2013 and Regulation 17(6)(a) of SEBI (Listing Obligation Disclosure Requirement) Regulation 2015 is sought for payment of commission as mentioned in the special resolution. The above payment of Commission shall be over and above the sitting fees paid to the Directors for attending the meeting of the Board/Committee thereof.

Accordingly, consent of the members is sought by way of special resolution as set out at Item No. 8 of the Notice.

All the Independent Directors of the Company/their relatives are interested in the said resolution. Other than this none of the directors, key managerial personnel or any of their relatives, are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 9

Mr. Udaya Kumar Hebbar was appointed as MD & CEO of the Company for a period of 5 yrs with effect from July 15, 2015. Further the Company's status was changed from private limited to public limited Company with effect from December 18, 2017. Consequently, any payment of remuneration to the Managerial personnel with effect from the date of conversion shall be in accordance with the applicable provisions of the Companies Act 2013. The resolution proposed for the consideration and approval of the members, is for financial year 2017-18 and 2018-19 as well.

The payment of remuneration has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

A brief profile of Mr Udaya Kumar Hebbar is given below:

Udaya Kumar Hebbar holds a bachelor's degree in commerce from the University of Mysore and a master's degree in commerce from Karnataka University, Dharwad. He is a certificated associate from the Indian Institute of Bankers and holds a diploma from Vanderbilt University. He has served as the head, commercial and banking operations at Barclays Bank PLC, Mumbai for three years. He also served at Corporation Bank for a period of over ten years. He was also associated with ICICI Bank for over eleven years.

ANNUAL REPORT IS BEING SENT SEPARATELY

CREDITACCESS GRAMEEN LIMITED*(Formerly known as Grameen Koota Financial Services Private Limited)*

Regd. Office: New No. 49 (Old No725), 46th Cross, 8th Block, Jayanagar, (Next to Rajalakshmi Kalayana Mantap) Bengaluru KA-560071 IN
 CIN: U51216KA1991PLC053425

PROXY FORM

(Form MGT-11)

(Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014)

Name of the member(s): _____ Registered address: _____
 E-mail Id: _____ Folio. No/DP ID& Client ID: _____
 I/We, being the holder(s) ofshares of the above-named Company hereby appoint
 1.Name:.....2.Name:.....3.Name:
 Address:.....Address:.....Address:
 EmailId:..... Email Id:.....Email Id:
 Signature:.....or failing him/her Signature:or failing him/her
 Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the Company, to be held on Wednesday, November 21, 2018, at 10 a.m. at The Capitol, "Senate", #3, Rajbhavan Road, Bengaluru – 560001., and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Numbers	Particulars of Business		
	Ordinary Business	For	Against
1.	Adoption of Audited Statement of Profit and Loss for the financial year ended March 31, 2018, the Audited Balance Sheet as at that date, together with the Cash Flow Statement, the Report of the Board of Directors and Independent Auditors thereon.		
2.	To appoint a Director in the place of Mr. Paolo Brichetti (DIN: 01908040) who retires by rotation.		
3.	Fixation of remuneration of Statutory Auditors.		
Special Business			
4.	Approval of resolution under Sec 180(1) (c) of the Companies Act 2013		
5.	Approval of resolution under Sec 180(1) (a) of the Companies Act 2013		
6.	Approval for private placement of NCDs		
7.	Alteration of Object clause of Memorandum of Association		
8.	Approval of payment of Commission to Independent Directors		
9.	Approval of revision in remuneration of Managing Director & Chief Executive Officer (MD &CEO)		

Signed thisday of 2018.

Affix One Rupee Revenue Stamp
--

 Signature of Shareholder

 Signature of proxy holder (s)

Note:

- 1) This form of proxy in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
- 2) It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'for' or 'against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

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CINU51216KA1991PLC053425

ATTENDANCE SLIP

(Please complete this attendance slip and hand it over at the entrance of the Hall)

I hereby record my presence at the 27thAnnual General Meeting of the Company on Wednesday, November 21, 2018, at 10 a.m. at The Capitol, "Senate", #3, Rajbhavan Road, Bengaluru – 560001.

Folio No/DP ID/Client

ID.....

Full Name of the Shareholder in Block Letters:

.....

No. of Shares held:

.....

Name of Proxy (if any) in Block Letters:

.....

Signature of the Shareholder/Proxy/Representative*

* Strike out whichever is not applicable.

Note:

Electronic copy of the Annual Report for the FY 2017- 2018 and Notice of the 27thAGM along with Attendance Slip and Proxy Form is being sent to all the Members whose email address is registered with the Company/Depository Participant unless any Member has requested for the hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.

Route Map - Venue of AGM

