



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
Karnataka-560071, CIN: L51216KA1991PLC053425

(www.grameenkoota.org)

Ph 080- 22637300

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 28th Annual General Meeting (AGM) of the Members of "CreditAccess Grameen Limited" will be held on Thursday, August 1, 2019, at 10.30a.m. at Pai Vista Convention Hall, II floor, GSB Bhavan, # 34, Patalamma Temple Road, Near South End Circle, Basavanagudi, Bangalore-560004, 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, 2019, 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. Sumit Kumar (DIN: 07415525) 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 year 2019-2020.

SPECIAL BUSINESS:

4. Amendment to the GKFSPL Employees Stock Option Plan – 2011

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 62(1)(b) and other applicable provisions of the Companies Act, 2013, Rule 12 of the Companies (Share Capital and Debenture) Rules, 2014, each, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014, as amended from time to time, the Memorandum and Articles of Association of the Company and the Board resolution approving the amendment to the GKFSPL Employees Stock Option Plan – 2011 dated June 14, 2019 ("**2011 ESOP Scheme**"), the approval of the shareholders be and is hereby accorded to substitute the existing clause 14.1 (e) of the GKFSPL Employee Stock Option Plan – 2011 by the following:

e. In the event of an Optionee ceasing to be an Employee of the Company by reason of resignation or termination of employment due to reasons of non-performance or otherwise, all the Un-Vested Options held by the Optionee shall forthwith lapse effective the date of separation.

In case of cessation as a requirement to join another Company in the Group, the Optionee will continue to hold all Vested Options and may Exercise them anytime within the Exercise Period. The Options which are yet to vest, shall vest on the date of such resignation and can be exercised as per the original exercise schedule which would have applied in case the employee had continued with the Company.

"RESOLVED FURTHER THAT Mr. Udaya Kumar Hebbar, Managing Director & Chief Executive Officer (MD& CEO), Mr. Diwakar B R, Chief Financial Officer (CFO) and Mr. Syam Kumar R Company Secretary (CS) of the Company, be and are hereby jointly and severally authorized to do all such acts and deeds as are required for regulatory and legal compliances and execution of all relevant documents as may be required in order to give effect to this resolution."

5. Appointment of Mr. Boddupalli Ram Diwakar, CFO as Director - Finance

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

RESOLVED THAT pursuant to the provision of section 152 and 160 of the Companies Act, 2013 and the rules framed hereunder, as amended from time to time, Mr. Boddupalli Ram Diwakar (DIN02775640) who was appointed as additional director of the Company under section 161 (1) of Companies Act, 2013 with effect from June 14, 2019, and who holds office as such up to the date of Annual General Meeting, and who has consented in writing to act as a director of the Company, be and is hereby appointed as Director - Finance & CFO of the Company for a period of three years from June 14, 2019, on such terms and conditions as mutually agreed, who will not be liable to retire by rotation.

RESOLVED FURTHER 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"), the remuneration of Mr. Diwakar, Director - Finance & CFO the tenure of appointment be and is hereby fixed as follows:

Remuneration Component	₹ (per annum)
a. Basic Salary	2,750,192
b. HRA	1,100,077
c. Other variable allowance	6,525,529
d. Performance Based Incentive (PBI)	As may be decided by NRC & Board after end of each Financial Year
Total (Excluding PBI)	10,375,798

RESOLVED FURTHER THAT the overall remuneration payable to Mr. Diwakar 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 Mr. Diwakar 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."

6. Approval of revision in remuneration of Mr. Udaya Kumar Hebbar, 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, recommendation of the Nomination & Remuneration Committee ("Committee") and in partial modification of the special resolution passed by the shareholder's at the meeting held on November 21, 2018, the increase of remuneration of Mr. Udaya Kumar Hebbar (DIN : 07235226), MD & CEO of the Company by 20% with effect from January 1, 2019 be and is hereby approved and ratified, pursuant to which the Annual remuneration for 2018-19 is revised from Rs 11,105,100 per annum to Rs 13,326,114 per annum.

RESOLVED FURTHER THAT the performance-based Incentive for the financial year 2018-19 be and is hereby fixed at 30% of the above annual revised remuneration.

RESOLVED FURTHER 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") the remuneration of Mr. Udaya Kumar Hebbar (DIN : 07235226), MD & CEO for the financial year 2019-20 be is hereby increased by 20% from April 1, 2019 as given below:

For the Financial year 2019-20

Remuneration Component	₹ (per annum)
a. Basic Salary	4,229,753
b. HRA	1,691,901
c. Other variable allowance	10,069,683
d. Performance Based Incentive (PBI)	As may be decided by NRC & Board after end of Financial Year
Total (Excluding PBI)	15,991,337

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
June 14, 2019**

**Syam Kumar R
Company Secretary**

NOTES

1. The statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of 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 Fintech Private Limited (Karvy). The Members whose names appear in the Register of Members/List of Beneficiary Owners as on July 26, 2019 (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 Monday, July 29, 2019 and will end at 5.00 p.m. on Wednesday, July 31, 2019. 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, having membership no. FCS: 7723 and CP No.4847, 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 overleaf). 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 (i.e. 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]:
- (a) User ID and initial password as provided in the e-voting form provided along with the Annual report.
 - (b) 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. July 26, 2019, the member may write to the Karvy on the email Id revanth.yeeravalli@karvy.com or to Mr. Revanth Yeeravalli Contact No. 040-67162222, at (Unit: CreditAccess Grameen Limited) Karvy Fintech 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 Monday, July 29, 2019 (9:00 am) and ends on Wednesday, July 31, 2019 (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 July 26, 2019 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 Fintech Private Limited 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 July 26, 2019.
- H. The Board of Directors has appointed CS C Dwarakanath, Company Secretary in Practice, having membership no. FCS: 7723 and CP No.4847, No.31, 3rd Floor, Rear Block, Opp. Karanji Anjaneya Temple, West Anjaneya Temple Street, Basavanagudi, Bengaluru-560004, as the Scrutiniser to scrutinise 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 Physical Ballot for all businesses specified in the accompanying Notice.

- J. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, 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 Scrutiniser'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 alongwith 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
June 14, 2019**

**Syam Kumar R
Company Secretary**

Additional Information with respect to Item No. 2 & 5

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	Mr Sumit Kumar; DIN 07415525	Mr Boddupalli Ram Diwakar; DIN02775640
Age & Date of Birth	44 years ,27.06.1975.	48 years, 18.08.1970.
Nationality	Indian	Indian
Date of appointment on the Board	August 16, 2016	June 14, 2019
Relationship with other Directors	None	None
Qualification	MBA from the Indian Institute of Management, Ahmedabad and an Engineering degree from the Indian Institute of Technology, Delhi.	Holds a Master's degree in Commerce from Osmania University.
Expertise in specific functional areas	Mr. Kumar has over sixteen years of experience as a private equity professional and management consultant in India. In his ten years at Olympus, he has been involved with firm's investment activity in Financial Services, Agribusiness & Food and Business Services sectors in India.	Mr. Diwakar has more than 25 years of experience in the financial services sector. Prior to joining our Company in October 2011, he worked with Small Industries Development Bank of India, as Chief Manager at ICICI Bank Limited and at ACCION International. His prior work

		experience also includes a five-year stint with Life Insurance Corporation of India and around three years with IFMR Capital Finance Private Limited.
Number of shares & % of holding	NIL	175,000 and 0.12%
List of Directorships held in other Public Limited	None	None
Chairmanships/Memberships of Committees in other Public Limited Companies (Includes Audit Committee and Stakeholders Relationship Committee)	None	None
Number of Board meetings attended during the FY 2018 - 2019	Held: 10	NA
	Attended: 10	NA

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

Under the existing 2011 ESOP Scheme of the Company, the unvested options of an optionee will lapse upon resignation / termination of an employee, even if such resignation / termination is at the instance of or with the consent of the Company. The Company proposes to amend the said provision as follows for instances of cessation as a requirement to join another Company in the Group. The proposed amendment is for the benefit and in the interest of the employees.

The details of the proposed amendment are as given below:

Clause No	Existing Clause	Suggested amendment
14.1 (e)	In the event of an Optionee ceasing to be an Employee of the Company by reason of resignation or termination of employment due to reasons of non-performance or otherwise, all the Un-Vested Options held by the Optionee shall forthwith lapse effective the date of separation.	In the event of an Optionee ceasing to be an Employee of the Company by reason of resignation or termination of employment due to reasons of non-performance or otherwise, all the Un-Vested Options held by the Optionee shall forthwith lapse effective the date of separation. In case of cessation as a requirement to join another Company in the Group, the Optionee will continue to hold all Vested Options and may Exercise them anytime within the Exercise Period. The Options which are yet to vest, shall vest on the date of such resignation and can be exercised as per the original exercise schedule which would have applied in case the employee had continued with the Company.

Pursuant to Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debenture) Rules, 2014 and Reg 7 (2) of SEBI (Share based Employee Benefits) Regulations, 2014, the Company may vary the terms of the Scheme by way of special resolution in general meeting. The

proposed variation in the scheme is beneficial to all the option holders under the Scheme and is not detrimental to the interest of the employees.

Particulars of the 2011 ESOP Scheme, as required under Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debenture) Rules, 2014, and Regulation 6(2) of the SEBI (Share Based Employee Benefits) Regulations 2014 are as follows:

	Provision	2011 ESOP Scheme
a	Brief description of the Scheme.	This Plan has been adopted by a resolution of the Shareholders of the Company on October 30, 2017, with the object of granting, at the discretion of the Company, to such Eligible Employees, Options convertible to as per the terms of the Plan, and to be allotted Shares of the Company on Exercise of such Options.
b	Total number of options to be granted.	A total of 3754208 options pool was created under 2011 ESOP Scheme
c	Identification of classes of Employees entitled to participate in the Employees Stock Option Scheme.	<p>a. Grade A & B shall not be eligible for ESOP – Exceptional cases to be considered from time to time.</p> <p>b. Grade C, D, E to be granted on the criteria of the following:</p> <p>i. Criticality ii. Length of Service iii. Performance iv. Level of seniority</p> <p>c. All Grade F & above shall be entitled to ESOP based on performance and criticality.</p>
d	Requirements of Vesting, and period of Vesting.	<p>The Options under Grants would vest in the Eligible Employees in the following manner:</p> <p>I. 25% of the Options granted will vest after expiry of 12 months from date of Grant.</p> <p>II. 25% of the Options granted will vest after expiry of 24 months from date of Grant.</p> <p>III. 25% of the Options granted will vest after expiry of 36 months from date of Grant.</p> <p>IV. 25% of the Options granted will vest after expiry of 48 months from date of Grant.</p>
e	The maximum period within which the Options shall be vested.	All the Options granted shall vest within a maximum period of 4 years from the respective Grant date.
f	The Exercise Price, or the formula for arriving at the same.	The Company shall have the freedom to determine the exercise price subject to confirming

		<p>to the requirements of the 'Guidance Note on Accounting for employee share-based Payments' (Guidance Note) or accounting standards prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time. One Option shall be convertible to one Share or such other price determined by the Board/Nomination and Remuneration Committee/ESOP Trust from time to time.</p>
g	<p>The Exercise Period and process of Exercise.</p>	<p>The Eligible Employee shall Exercise his/her Option during the Exercise Period which shall be any time before the expiry of 48 months from the date on which his entitlement vests, at the Exercise Price for the Employees who are in continuous service. In case the Employee resigns from employment of the Company or whose employment is terminated by the Company for any reason whatsoever as mentioned in the vesting conditions above, then Vested Options shall be Exercised within 90 days from the date of relieving from employment.</p> <p>In case of death of the Optionee, the Exercise Period shall be 2 years from the date of death.</p> <p>In case of permanent disability of the Optionee as mentioned in the 2011 ESOP Scheme, the Exercise Period shall be 2 years from the date of separation.</p> <p>In case of retirement of the Optionee as mentioned in the 2011 ESOP Scheme, the Exercise Period shall be 2 years from the date of retirement.</p> <p><u>PROCEDURE FOR EXERCISE OF OPTION:</u></p> <ol style="list-style-type: none"> 1. Any Optionee for whom the Options are Vested shall have a right to Exercise the same at any time he / she deems fit subject to the terms and conditions of the Plan. 2. An Employee shall Exercise the Option through an Exercise letter duly filled up as per the format set out. 3. The Company on receipt of such Exercise Option letter shall in consultation with the Board/ Nomination and Remuneration Committee determine the price to be paid for the Exercise of the Option in terms of the Exercise Option letter. 4. The Company shall communicate in writing to the Optionee the price to be paid and also specify that the ESOP Trust

		<p>is administering the Plan and hence the payments towards the Exercise of Options shall be made in the name of the ESOP Trust and to the bank accounts specified in this regard in the ESOP Trust. The ESOP Trust shall thereafter collect the Exercise Price and transfer the same to the Company to enable the Company to transfer the ESOP Shares to the Eligible Employees.</p> <p>5. The ESOP Trust shall then communicate to the Eligible Employee the bank account details to which the money has to be transferred for the purposes of the transfer of the ESOP Shares from the Company.</p> <p>On receipt of the consideration for the Options, the Company shall allot ESOP Shares to the Eligible Employee and the Eligible Employee shall become the Registered Owner of the ESOP Shares and thereby becomes an Employee Shareholder.</p>
h	Appraisal process for Identification of classes of Employees entitled to participate in the Employees Stock Option Scheme.	As may be decided by the Nomination and Remuneration Committee from time to time.
i	Maximum number of options to be issued per employee and in aggregate.	As may be decided by the Nomination and Remuneration Committee from time to time.
j	Maximum quantum of benefits to be provided per employee under the scheme.	As may be decided by the Nomination and Remuneration Committee from time to time.
k	Whether the Scheme is to be implemented and administered directly by the Company or through Trust.	ESOP Trust / Nomination and Remuneration Committee shall perform all actions as required for the Administration of the Plan. The allotment of the shares are directly done by the Company.
l	Whether the scheme involves new issue of shares of the Company or secondary acquisition by the trust or both.	New issue of shares.
m	The amount of loan to be provided for implementation of the scheme by the Company to the trust, its tenure, utilization, repayment terms etc.	NA
n	Maximum number of secondary acquisitions that can be made by the trust, for the purpose of the scheme.	NA
o	Statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15.	The Company shall, for the purposes of the Plan, follow the 'Guidance Note on Accounting for Employee Share-based Payments' (" Guidance Note ") or Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time,

		including the disclosure requirements prescribed therein. Where the existing Guidance Note or Accounting Standard do not prescribe accounting treatment or disclosure requirements for the Plan covered under these regulations then the Company shall comply with the relevant Accounting Standard as may be prescribed by the ICAI from time to time.
p	Method which the Company shall use to value its options.	In case the Company is listed in stock exchange, the market price of the Shares at the date of Grant of the Option. In case the Company is unlisted, the fair market value of the Shares shall be such value as may be certified by the Company's Auditors based on the average of previous three completed financial years Net Asset Value per Share linked to Book Value and the average of previous three completed financial years earnings per Share linked to Price-Earnings Multiple based on the average multiple of Bombay Stock Exchange Index for the previous month in which such Grant is made.
q	The conditions under which Option vested in Employees may lapse e.g. in case of termination of employment for misconduct	Nil
r	Lock in period, if any.	Nil
s	The specified time period within which the Employee shall exercise the vested Options in the event of a proposed termination of employment or resignation of Employee.	Covered in point (g) above

In case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' Report and the impact of this difference on profits and on earnings per share ('EPS') of the Company shall also be disclosed in the Directors' Report.

The ESOP Scheme is available for inspection by the members at the registered office of the Company during normal business hours on any working day upto and at the Annual General Meeting.

The Key Managerial Personnel of the Company are concerned or interested in the Resolution at Item No 4 to the extent of the number of Options that are granted to them respectively, and shares that would be issued on exercise upon vesting.

The Board of Directors recommend the Resolution proposed vide Item no 4 of the Notice be passed and approved as Special Resolution by the Members.

Item No 5:

Mr. Boddupalli Ram Diwakar was appointed as an additional director on the Board at its meeting held on June 14, 2019. Pursuant to Sec 161 (1) of the Companies Act 2013, an additional director appointed shall hold office till the date of the next Annual General Meeting of the Company. Further, on the recommendation of the Nomination and Remuneration Committee, the Board has appointed him as Director- Finance & CFO

for a period of three years from June 14, 2019 and fixed the remuneration. The above appointment and remuneration are subject to the approval of shareholders by way of special resolution.

The terms of the proposed remuneration are in conformity with the provisions of Sections 196, 197, 198 & 203 read with Schedule V and other applicable provisions of the Companies Act, 2013.

Details of Mr. Diwakar as required to be given pursuant to the SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is provided in Additional Information with respect to Item 2 & 5.

Copy of documents relating to the item, are available for inspection, without any fee to the members, at the registered office of the Company during normal business hours on any working day upto and at the annual general meeting.

Except Mr. Diwakar, none of the other Directors/Key Managerial Personnel and/or their relatives are interested in this resolution.

The Board of Directors recommend the Special Resolution set out in Item No. 5 of the Notice for approval of the Members.

Item No. 6

Mr. Udaya Kumar Hebbar was appointed as MD & CEO of the Company for a period of 5 years with effect from July 15, 2015. The Board had at its meeting held on January 31, 2019 approved an increase in the fixed salary of Mr. Udaya Kumar Hebbar, MD & CEO of the Company, by 20% on the existing fixed salary with effect from January 1, 2019, based on a results of salary bench marking study conducted by a third-party agency duly appointed by Nomination and Remuneration Committee. Further at the meeting held on May 8, 2019 the Board approved an annual increment of 20% and an Annual Performance Bonus of 30% for the financial year 2018-19. The above approvals were based on the recommendation of the Nomination and Remuneration Committee and subject to the ratification/approval of the Shareholders in general meeting.

Mr. 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. He joined the Company in 2010 as CEO.

Copy of documents relating to the item, are available for inspection, without any fee to the members, at the registered office of the Company during normal business hours on any working day upto and at the annual general meeting.

The Board of Directors recommend the Special Resolution set out in Item No. 6 of the Notice for approval of the Members.

ANNUAL REPORT 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 Karnataka -560071
CIN: L51216KA1991PLC053425

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:
.....
Email Id: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 28th Annual General Meeting of the Company, to be held on Thursday, August 1 ,2019, at 10.30 a.m. at Pai Vista Convention Hall, II floor, GSB Bhavan, # 34, Patalamma Temple Road, Near South End Circle, Basavanagudi, Bangalore-560004, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Numbers	Particulars of Business		
		For	Against
Ordinary Business			
1.	Adoption of Audited Statement of Profit and Loss for the financial year ended March 31, 2019, 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. Sumit Kumar (DIN: 07415525) who retires by rotation.		
3.	Fixation of remuneration of Statutory Auditors for the year 2019-2020.		
Special Business			
4.	Amendment to the GKFSPL Employees Stock Option Plan – 2011.		
5.	Appointment of Mr. Boddupalli Ram Diwakar, CFO as Director - Finance.		
6.	Approval of revision in remuneration of Mr. Udaya Kumar Hebbar, Managing Director & Chief Executive Officer (MD &CEO).		

Signed thisday of 2019.

Signature of Shareholder

Signature of proxy holder (s)

Affix One
Rupee
Revenue
Stamp

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.

CREDITACCESS GRAMEEN LIMITED

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Regd. Office: New No. 49 (Old No725), 46th Cross, 8th Block, Jayanagar,
(Next to Rajalakshmi Kalayana Mantap) Bengaluru Karnataka-560071
CIN: L51216KA1991PLC053425

ATTENDANCE SLIP

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

I hereby record my presence at the 28thAnnual General Meeting of the Company on Thursday, August 1, 2019, at 10.30 a.m. at Pai Vista Convention Hall, II floor, GSB Bhavan, # 34, Patalamma Temple Road, Near South End Circle, Basavanagudi, Bangalore-560004.

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 FY2018-2019 and Notice of the 28thAGM 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

