



## **CREDITACCESS GRAMEEN LIMITED**

Regd. Office: New No. 49, 46<sup>th</sup> Cross, Next to Rajalakshmi Kalyana Mantapa,  
8<sup>th</sup> Block, Jayanagar, Bengaluru -560071 (Karnataka)

CIN: L51216KA1991PLC053425

Website: [www.creditaccessgrameen.in](http://www.creditaccessgrameen.in) Email: [cs@cagrameen.in](mailto:cs@cagrameen.in)

### **NOTICE TO THE SHAREHOLDERS**

**NOTICE** is hereby given that the 30<sup>th</sup> Annual General Meeting (AGM) of the Members of **CreditAccess Grameen Limited** will be held on Friday, July 30, 2021, at 3:00 p.m. (IST) through Videoconferencing / Other Audio-Visual means ('VC/OAVM'), to transact the following business:

#### **ORDINARY BUSINESS:**

##### **Item No. 1 – Adoption of Annual Financial Statements**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Annual Audited Financial Statements (including the Balance Sheet as at March 31, 2021 and the Statement of Profit and Loss together with the Notes on Accounts, Schedules, Statement of Cash Flow), in the prescribed format, annexed to and forming part of the accounts for the year ended March 31, 2021, including the consolidated financial statements for the year ended as on that date, together with the report of the Directors' and Auditors' thereon as presented to the meeting, be and are hereby approved and adopted."

##### **Item No. 2 – Appointment of Mr. Paolo Brichetti (DIN: 01908040) as a Director liable to retire by rotation**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and subject to the Articles of Association of the Company, Paolo Brichetti (DIN: 01908040), who retires by rotation, be and is hereby re-appointed as a director liable to retire by rotation.

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(s), to give effect to the aforesaid resolution."

#### **SPECIAL BUSINESS:**

##### **Item No. 3 – Increase in Borrowing Limits**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT subject to the provisions of Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions and rules made thereunder and in supersession of the resolution dated August 11, 2020, the consent of members of the Company be and is hereby accorded to the Board of Directors 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, free reserves of the Company, not set apart for any specific purpose, and securities premium account, provided that the total amount up to which monies may be borrowed by the Board of Directors shall not exceed Rs.20,000 Crores (Rupees Twenty Thousand Crore Only) at any one time.



RESOLVED FURTHER THAT the Board of Directors (the "Board", which term shall be deemed to include any Committee if so authorized by the Board thereof) be and are hereby authorized to do such acts, deeds, things and execute all such documents and 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."

**Item No. 4 – To approve the Material Related Party Transaction with Madura Micro Finance Limited**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Sections 185, 186, 188 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with the applicable provisions of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended from time to time, the consent of the Members be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise requires, any Committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to enter into Material Related Party Transaction with Madura Micro Finance Limited, the Subsidiary Company by way of providing advance of any loan or give any guarantee or provide any security in connection with any loan to or loan availed by Madura Micro Finance Limited, in the form of such type of security, instrument or otherwise, subject to such terms and conditions, as may be decided by the Board, from time to time, up to an aggregate sum of Rs.250 Crores (Rupees Two Hundred and Fifty Crores Only) for the financial year 2021-2022, in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by Madura Micro Finance Limited for its principal business activities.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution the Board of Directors of the Company be and is hereby authorized, to approve, decide, vary or modify the terms and conditions applicable for the aforesaid loan, Investment, Corporate Guarantee or otherwise, by way of further lending and/or making investments, wherever required, in any of the permissible forms such as inter-corporate loans, Securitization, Direct Assignment, equity share capital, convertible / non-convertible debentures / preference shares or such other forms of securities, and to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary, desirable or expedient and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

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

**Place: Bengaluru  
Date: June 25, 2021**

**Sd/-  
M. J. Mahadev Prakash  
Head – Compliance, Legal & Company Secretary  
Membership No: ACS16350**

## NOTES

1. A 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. Pursuant to the General Circular numbers 20/2020, 14/2020, 17/2020, 22/2020, 33/2020, 39/2020 and 10/2021 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated May 12, 2020 and January 15, 2021, respectively, issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC/OAVM, without the physical presence of members at a common venue. Hence, in compliance with the said Circulars, the AGM of the Company is being held through VC/OAVM. In accordance with the said Circulars, hard copies of the AGM Notice and Annual Report are not circulated to the Members.
3. Since the AGM is being held in accordance with the Circulars through VC, the facility for appointment of proxies by the members will not be available.
4. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013 ("the Act").
5. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate members intending to authorize their representatives to participate and vote at the AGM are requested to send a certified copy of the Board resolution / authorization letter to the Company or upload on the VC portal / e-voting portal.
6. The Register of Directors and Key Managerial Personnel maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and a Certificate from the Statutory Auditors of the Company as required under Regulation 13 of the SEBI (SBEB) Regulations regarding compliance with the same, will be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [cs@cagrameen.in](mailto:cs@cagrameen.in).
7. Members whose shareholding is in electronic mode are requested to direct notifications about change of address, mobile number and email IDs to their respective Depository Participants(s) (DPs) and also to quote Folio Number/Client ID/DP ID, in all their correspondence with the Company/DP.
8. 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.
9. In compliance with Section 108 of the Act, read with the corresponding Rules, Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), and in terms of SEBI Circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by KFin Technologies Private Limited (KFin), the Registrar & Share Transfer Agents ("RTA") of the Company.
10. Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The instructions for remote e-voting by members holding shares in dematerialized mode and for members who have not registered their email address is provided in the e-voting section, which forms part of this Notice.
11. The Board of Directors has appointed CS C. Dwarakanath, Company Secretary in Practice (FCS - 7723 and CP No. - 4847), having his office at No.31, 3<sup>rd</sup> Floor, Rear Block, Opp. Karanji Anjaneya Temple, West Anjaneya Temple Street, Basavanagudi, Bengaluru - 560004, as the Scrutinizer to scrutinize the remote e-voting as well as the e-voting process at the AGM, in a fair and transparent manner.

12. Members holding shares as on cut-off date, i.e., **Friday, July 23, 2021**, may cast their votes electronically. A member will not be allowed to vote again on any resolution on which his vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.
13. Once the vote on a Resolution is cast by the shareholder either through remote e-voting or at the AGM, he/she shall not be allowed to change it subsequently.
14. The facility for e-voting at the AGM will also be made available. Members present at the AGM through VC/OAVM and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
15. The results of the remote e-voting and poll at the AGM shall be declared within 2 working days of conclusion of the AGM which will be published on the website of the Company and also intimated to the Stock Exchanges.
16. In compliance with the Circulars, the Annual Report for 2020-21, the Notice of the 30<sup>th</sup> AGM, and the instructions for remote e-voting along with relevant information are being sent only through electronic mode to those members whose email address is registered with the Company / DPs.
17. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered/updated their email addresses are requested to register/update their email addresses as per the instructions provided by your respective DPs or the RTA.
18. Members may also note that the Notice of the 30<sup>th</sup> AGM and the Annual Report for 2020-21 will also be available on the Company's website, [www.creditaccessgrameen.in](http://www.creditaccessgrameen.in) websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited, at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of RTA, [evoting@Kfintech.com](mailto:evoting@Kfintech.com).
19. Members who have acquired shares after the dispatch of this Notice and before the cut-off date may approach the Company/ RTA for issuance of User ID and Password for exercising their votes by electronic means.
20. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs. Members holding shares in physical form are required to submit their PAN details to the RTA.

#### **PROCEDURE FOR REMOTE E-VOTING AND ATTENDING THE AGM THROUGH VC/OAVM**

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI LODR Regulations and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFin, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. However, pursuant to the SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual DEMAT account holders, by way of single login credential, through their DEMAT accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual Demat account holders would be able to cast their vote without having to register again with the e-Voting Service Provider (ESP) thereby not only facilitating seamless authentication but also ease and

convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

- iv. The e-voting period commences on **Tuesday, July 27, 2021 (9:00 a.m. IST) and ends on Thursday, July 29, 2021 (5:00 p.m. IST)**. The e-voting module will be disabled by KFin thereafter.
- v. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@Kfintech.com](mailto:evoting@Kfintech.com). However, if he / she is already registered with KFin for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vi. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
- vii. The details of the process and manner for remote e-Voting and AGM are explained herein below:

**Step 1:** Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access to KFin e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

**Step 3:** Access to join virtual meetings (AGM) of the Company on KFin system to participate AGM and vote at the AGM.

**Details on Step 1:**

**I. Login method for remote e-Voting for Individual shareholders holding securities in Demat mode.**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p><b>1. User already registered for IDeAS facility:</b></p> <ul style="list-style-type: none"> <li>a. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>b. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.</li> <li>c. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"</li> <li>d. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ul> <p><b>2. User not registered for IDeAS e-Services</b></p> <ul style="list-style-type: none"> <li>a. To register click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>b. Select "Register Online for IDeAS" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>c. Proceed with completing the required fields.</li> <li>d. Follow steps given in points 1</li> </ul> <p><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b></p> <ul style="list-style-type: none"> <li>a. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>b. Click on the icon "Login" which is available under 'Shareholder/Member' section.</li> <li>c. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</li> </ul>

	<p>d. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFin.</p> <p>e. On successful selection, you will be redirected to KFin e-Voting page for casting your vote during the remote e-Voting period.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <p>a. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or</p> <p>b. URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>c. Click on New System Myeasi</p> <p>d. Login with your registered user id and password.</p> <p>e. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFin e-Voting portal.</p> <p>f. Click on e-Voting service provider name to cast your vote.</p> <p><b>2. User not registered for Easi/Easiest</b></p> <p>a. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>b. Proceed with completing the required fields.</p> <p>c. Follow the steps given in point 1</p> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <p>a. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>b. Provide your demat Account Number and PAN No.</p> <p>c. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>d. After successful authentication, user will be provided links for the respective ESP, i.e KFin where the e- Voting is in progress.</p>
Individual Shareholder login through their demat accounts / Website of DP	<p>a. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>b. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>c. Click on options available against company name or e-Voting service provider – KFin and you will be redirected to e-Voting website of KFin for casting your vote during the remote e-Voting period without any further authentication.</p>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

## Details on Step 2:

### II. Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

A. Members whose email IDs are registered with the Company/ DPs, will receive an email from KFin which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
  - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting the vote.
  - iii. After entering these details appropriately, click on "LOGIN".
  - iv. You 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 "EVEN" i.e., 'CREDITACCESS GRAMEEN LIMITED- AGM' and click on "Submit"
  - 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 "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
  - viii. Members holding multiple folios/Demat accounts shall choose the voting process separately for each folio/Demat accounts.
  - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
  - x. You may then 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 have voted on the resolution (s), 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 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., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id [dwarakanath.c@gmail.com](mailto:dwarakanath.c@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format "Corporate Name, Even No."
- B. Members whose email IDs are not registered/updated with the Company/DPs, and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Members who have not registered/updated their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFin, by accessing the link: <https://karisma.kfintech.com/emailreg>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
  - ii. Alternatively, member may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-

attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.

- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.
- iv. Shareholders may also visit the website of the company [www.creditaccessgrameen.in](http://www.creditaccessgrameen.in) or the website of the RTA [evoting.kfintech.com](http://evoting.kfintech.com) for downloading the Annual Report and Notice of the AGM.

### Details on Step 3:

#### II. Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFin. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFin. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Facility for joining AGM through VC/ OAVM shall open at least 15 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at [cs@cagrameen.in](mailto:cs@cagrameen.in). Questions /queries received by the Company till 5:00 PM on Tuesday, July 27, 2021, shall only be considered and responded during the AGM.
- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- viii. Facility of joining the AGM through VC / OAVM shall be available for at least 2,000 members on first come first serve basis.
- ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

#### OTHER INSTRUCTIONS:

- A. **AGM Questions prior to AGM:** Shareholders who would like to express their views/ask questions during the meeting may log into <https://emeetings.kfintech.com/> with the e-voting credentials and click on "Post your Questions" may post their queries/views/questions in the window provided by mentioning the name, demat account number/folio number, email id, mobile number. Please note that, members questions will be answered, only if the shareholder continue to hold the shares as of cut-off date. The posting of the questions



shall commence on Sunday, July 25, 2021, at 9:00 AM and will be closed on Tuesday, July 27, 2021, at 5:00 PM.

- B. Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from KFin. On successful login, select 'Speaker Registration' which will be opened on Sunday, July 25, 2021 to Tuesday, July 27, 2021. Members shall be provided a 'Queue Number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time at the AGM.
- C. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFin Website) or contact at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFin's toll free No. 1-800-3454-001 for any further clarifications.
- D. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399.
    1. Example for NSDL:
    2. MYEPWD <SPACE> IN12345612345678
    3. Example for CDSL:
    4. MYEPWD <SPACE> 1402345612345678
    5. Example for Physical:
    6. MYEPWD <SPACE> XXXX1234567890
  - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/> , the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFin at toll free number 1-800-309-4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com).
- E. Results shall be declared forthwith by the Chairman, or a person authorized by the Board in writing and the Resolutions will be deemed to be passed on the AGM date subject to the requisite number of votes cast in favor of the Resolution(s).
- F. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.creditaccessgrameen.in](http://www.creditaccessgrameen.in) and on the website of the KFin/RTA [evoting.kfintech.com](https://evoting.kfintech.com) within 2 working days from the conclusion of the AGM and shall also be communicated to the Stock Exchanges where the Company's shares are listed and also displayed on the Notice Board at the Registered Office of the Company.

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

**Place: Bengaluru  
Date: June 25, 2021**

**Sd/-  
M.J. Mahadev Prakash  
Head – Compliance, Legal & Company Secretary  
Membership No: ACS16350**

## ADDITIONAL INFORMATION WITH RESPECT TO ITEM NO. 2.

### Information required to be furnished under Regulation 36(3) of the SEBI (LODR) Regulations and Secretarial Standards – 2 on General Meetings.

The particulars of Director who is proposed to be re-appointed at this Meeting are given below:

Name and DIN	Mr. Paolo Bricchetti (DIN 01908040)	
Date of Birth (DOB) & Age	DOB: January 29, 1964 & Age: 57 years	
Nationality	Italian	
Original date of appointment	November 27, 2009	
Date of previous appointment	November 21, 2018	
Relationship with other Directors	None	
Qualification	He has completed a course on international business at City of London Polytechnic	
Expertise in specific functional areas	His expertise is in the field of Financing, Investments, Entrepreneurship, Management and Micro Finance	
Number of shares & % of holding	13 Shares (0%)	
List of Directorships held in other Public Limited Companies	None	
Chairmanships/Memberships of Committees in other Public Limited Companies (Including Audit Committee and Stakeholders Relationship Committee)	None	
Number of Board meetings attended during the FY21	Held:11	Attended: 11

## 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. 3

The Company at the Annual General Meeting held on August 11, 2020, had 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. 15,000 crores (Rupees Fifteen Thousand Crore Only).

With the increase in operations of the Company and the projections for the coming years, it is proposed to increase the Borrowing limits to Rs.20,000 crores (Rupees Twenty Thousand Crore 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 for Item No. 3.

Copy of the documents relating to previous resolutions passed by the members is available for e-inspection without any fee by the members during normal business hours on any working day. The members who wish to inspect documents may write to the Company at [cs@cagrameen.in](mailto:cs@cagrameen.in).

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, in the resolution.

The Directors recommend the Special Resolution set out in Item No. 3 of the Notice for the approval of the Shareholders.

#### Item No. 4

The Board of Directors of the Company, based on the recommendation of the Audit Committee, has approved the proposal to further investments or lend, wherever required, in its Subsidiary Company - Madura Micro Finance Limited (MMFL), in any such forms, to provide the following advantages to MMFL:

- a. Support maintaining sufficient capital adequacy till Merger process completion.
- b. Support to ensure positive ALM mismatch by providing liquidity in case of need.
- c. Support to ensure efficiency in borrowing & Liquidity Management.

Depending upon the regulatory requirement of qualified assets and other relevant criteria, the Company will examine various options available in deciding the nature and type of credit facilities / securities to be issued / offered to Company i.e. Inter-corporate Loans, corporate guarantee / security, equity share capital, convertible / non-convertible preference share capital, convertible / non-convertible debentures, Securitization, Direct Assignment, etc. including the tenure, rate of interest and other relevant terms and conditions.

As per Section 186 of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014, the Board of Directors of a Company can directly or indirectly give any loan, guarantee, security to any other body corporate, subscribe, purchase or otherwise, the securities of any other body corporate, not exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more.

A. Paid-up Share Capital +Free Reserves + Securities Premium Account	Rs. 3,348.39 crores
B. Free Reserves + Securities Premium Account	Rs. 3,192.81 crores

60% of (a) above	Rs. 2,009.03 crores
100% of (b) above	Rs. 3,192.81 crores

The maximum value of transaction which the Company can enter into with MMFL is the higher of the two options i.e. Rs. 3,192.81 Crores, less the amount already invested Rs. 662.93 Crores.

Considering the above, the Company can invest/provide loan or guaranty to MMFL to the tune of Rs. 2,529.88 Crores. Further, the Company has an ongoing Related Party Transaction with MMFL for Outsourcing of IT and manpower services for a value of Rs. 2.65 Crores, which was approved by the Audited Committee and the Board of Directors, respectively. The details of the existing transaction are provided in Annexure V to the Directors' Report.

Further, pursuant to the said Section, the loan, if any shall be given at a rate of interest not lower than the prevailing yield of one year, three years, five years or ten years Government Security closest to the tenor of the loan. The said Section further provides that where the giving of any loan, guarantee, providing security or acquisition of securities, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

In terms of the amended Section 185 of the Act, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested subject to the condition that approval of the shareholders of the Company is obtained by way of Special Resolution.

Further, as per the SEBI LODR Regulations, 2015, as amended from time to time, since the proposed transaction exceeds 10% of the annual consolidated turnover of the Company as per the latest audited financial statements as of March 31, 2021 [i.e., Rs.246.60 Crores], the proposed transaction is a Material RPT and needs shareholders' approval.

The Company proposes to make further investment or advance loan or provide guaranty or any other relevant instrument up to an amount not exceeding Rs. 250 Crores to MMFL and the amount so invested shall be utilized by MMFL for its principal business activities.



Except Mr. Paolo Brichetti, Mr. George Joseph, Mr. Udaya Kumar and Mr. Manoj Kumar, who are common Directors, none of the other Directors or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested in the said resolution. The said proposal has been approved by the non-interested directors at the Audit Committee and Board Meetings of the Company.

The Directors recommend the Special Resolution set out in Item No. 4 of the Notice for the approval of the Shareholders.

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

**Place: Bengaluru  
Date: June 25, 2021**

**Sd/-  
M. J. Mahadev Prakash  
Head – Compliance, Legal & Company Secretary  
Membership No: ACS16350**

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***ANNUAL REPORT IS ATTACHED SEPARATELY***

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