

September 03, 2020

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400001
Scrip code: **541770**

National Stock Exchange of India Limited

The Exchange Plaza
Bandra Kurla Complex Bandra (East)
Mumbai 400051
Scrip code: **CREDITACC**

Dear Sir/Madam,

Subject: Notice of the Extra-Ordinary General Meeting (EGM) scheduled on Saturday, September 26, 2020

Pursuant to Regulation 30 of the SEBI (LODR) 2015, this is to inform you that the Extra-Ordinary General Meeting (EGM) of the shareholders of the Company is scheduled to be held on September 26, 2020 at 3:00 p.m. (IST) through Video Conferencing / Other Audio-Visual means ('VC/OAVM').

Please find enclosed the Notice convening the EGM, which has been circulated today (September 3, 2020) to all the shareholders of the Company, through electronic mode.

The Notice will also be made available on the Company's website at, www.creditaccessgrameen.com.

Information at a glance: -

Particulars	Details
Date and time of EGM	Saturday, September 26, 2020, at 3:00 p.m.
Mode	Video conference and other audio-visual means
Participation through video- conferencing	https://evoting.karvy.com/
Cut-off date for e-voting	September 19, 2020.
Remote E-voting start date and time	Wednesday, September 23, 2020 at 9:00 AM (IST)
Remote E-voting end date and time	Friday, September 25, 2020 at 5:00 PM (IST)

Request you to kindly take the same on record.

For CreditAccess Grameen Limited

M.J Mahadev Prakash
Head – Compliance, Legal & CS

Encl: As above

Our Financial Products



CREDITACCESS GRAMEEN LIMITED

Regd. Office: New No. 49 (Old No725), 46th Cross, 8th Block, Jayanagar,
(Next to Rajalakshmi Kalyana Mantap) Bengaluru KA-560070 IN
CIN: L51216KA1991PLC053425

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Extra-Ordinary General Meeting (EGM) (**EGM/01/2020-2021**) of the Members of "**CreditAccess Grameen Limited**" will be held on Saturday, September 26, 2020, at 3:00 p.m. (IST) through Video Conferencing / Other Audio-Visual means ('VC/OAVM'), to transact the following business:

SPECIAL BUSINESS:

ITEM NO 1: Issue of shares by means of private placement, follow-on public offering, preferential issue, qualified institutions placement and/ or any other permitted mode/any combination thereof.

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62, 179 and other applicable provisions, if any, of the Companies Act, 2013, ("**Companies Act**"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, the provisions of the Foreign Exchange Management Act, 1999 and rules and regulations framed there under as amended, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Foreign Exchange Management (Transfer or Issue of Foreign Security) Regulations, 2004, as amended, the current Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("**GoI**") and amended from time to time, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), the listing agreement(s) entered into by the Company with the stock exchanges on which the equity shares having face value of ₹ 10 each of the Company ("**Equity Shares**") are listed, and subject to other applicable rules, regulations and guidelines issued by Ministry of Corporate Affairs ("**MCA**"), the Registrar of Companies, Bengaluru situated at Karnataka, Securities and Exchange Board of India ("**SEBI**"), Reserve Bank of India ("**RBI**"), the GoI, BSE Limited and National Stock Exchange of India Limited ("**Stock Exchanges**") and / or any other competent authorities, whether in India or abroad (hereinafter referred to as "**Applicable Regulatory Authorities**"), from time to time and to the extent applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary or required from the Applicable Regulatory Authorities in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and / or sanctions, which may be agreed to by the board of directors ("**Board**", which term shall include any committee thereof which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred by this resolution) and in accordance with and subject to the provisions of the Memorandum of Association and the Articles of Association of the Company, consent, authority and approval of the Board be and is hereby accorded for the purposes of raising further capital, to create, offer, issue and allot (including with provisions for reservations on firm and/or competitive basis, of such part of issue and for such categories of persons, including employees, as may be permitted), with or without green shoe option, such number of Equity Shares, and/ or securities convertible into Equity Shares at the option of the Company and/ or the holders of such securities, and/ or securities linked to Equity Shares, and/ or any instrument or securities representing Equity Shares and/ or convertible securities linked to Equity Shares (all of which are hereinafter collectively referred to as "**Securities**") or any combination of Securities, through one or more of the permissible modes including but not limited to private placement, follow-on public offering, preferential issue, qualified institutions placement, or any combination thereof, in one or more tranches, through issue of placement document and/or other permissible/ requisite offer document to any eligible persons in Indian Rupees or its equivalent of any other foreign currency , whether they be holders of Equity Shares of the Company or not (collectively called the "**Investors**") as may be decided by the Board in its discretion and permitted under applicable laws and regulations, of an aggregate amount not exceeding ₹10,000 million (Rupees Ten Thousand Million Only) or an equivalent

amount thereof (inclusive of such premium as may be fixed on such Securities) by offering the Securities at such time or times, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest etc. as may be deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of Investors to whom the creation, offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such creation, offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) as the Board in its absolute discretion may deem fit and appropriate.

RESOLVED FURTHER THAT if any issue of Securities is made by way of a qualified institutions placement in terms of Chapter VI of the SEBI ICDR Regulations (hereinafter referred to as "**Eligible Securities**" within the meaning of the SEBI ICDR Regulations),

- (a) the allotment of Securities shall only be to Qualified Institutional Buyers as defined in the SEBI ICDR Regulations ("**QIBs**");
- (b) the allotment of the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board shall be completed within 365 days from the date of passing of the special resolution by the shareholders of the Company or such other time as may be allowed under the SEBI ICDR Regulations from time to time;
- (c) The Eligible Securities shall be allotted as fully paid up;
- (d) the Equity Shares issued shall rank *pari passu* in all respects including entitlement to dividend with the existing Equity Shares of the Company as may be provided under the terms of issue and in accordance with the placement document(s);
- (e) the Eligible Securities shall not be eligible to be sold by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or such other time except as may be allowed under the SEBI ICDR Regulations from time to time;
- (f) the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board or any Committee duly authorised by the Board, decides to open the issue of Equity Shares and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations and other applicable laws;
- (g) the Board may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the SEBI ICDR Regulations;

RESOLVED FURTHER THAT in pursuance of the resolutions the Eligible Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board subject to applicable laws, regulations and guidelines be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize all the terms and conditions and the structure of the proposed Securities, take such steps and to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings and accept any alterations or modification(s) as it may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of the Securities (including in relation to the issue of such Securities in one or more tranches from time to time) and the utilization of the issue

proceeds in such manner as may be determined by the Board, subject however, to applicable laws, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board may *suo moto* decide in its absolute discretion in the best interests of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to negotiate, modify, sign, execute, register, deliver including sign any declarations required in connection with the private placement offer letter, information memorandum, draft prospectus, prospectus, the draft offer document, abridged prospectus, offer letter, offer document, offer circular or placement document for issue of the Securities, term sheet, issue agreement, registrar agreement, escrow agreement, underwriting agreement, placement agreement, consortium agreement, trustee agreement, trust deed, subscription agreement, purchase agreement, agency agreement, agreements with the depositories, security documents, and other necessary agreements, memorandum of understanding, deeds, general undertaking/indemnity, certificates, consents, communications, affidavits, applications (including those to be filed with the regulatory authorities, if any) (the "**Transaction Documents**") (whether before or after execution of the Transaction Documents) together with all other documents, agreements, instruments, letters and writings required in connection with, or ancillary to, the Transaction Documents (the "**Ancillary Documents**") as may be necessary or required for the aforesaid purpose including to sign and/or dispatch all forms, filings, documents and notices to be signed, submitted and/or dispatched by it under or in connection with the documents to which it is a party as well as to accept and execute any amendments to the Transaction Documents and the Ancillary Documents and further to do all such other acts, deeds mentioned herein as they may deem necessary in connection with the issue of the Securities in one or more tranches from time to time and matters connected therewith.

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint lead managers, underwriters, depositories, custodians, registrars, bankers, lawyers, advisors and all such agencies as are or may be required to be appointed, involved or concerned in the issue and allotment of securities and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to the Capital Raise Committee duly constituted by the Board or any committee of Directors or any Director(s) or Officer(s) of the Company in such manner as it may deem fit in its absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purpose of the capital raise and settle any questions or difficulties that may arise in connection with the aforesaid resolutions."

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

Place: Bengaluru
Date: September 3, 2020

**Sd/-
M. J. Mahadev Prakash
Head – Compliance, Legal & Company Secretary**

NOTES

1. The explanatory 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 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as the "Circulars"), companies are allowed to hold EGM through VC/OAVM, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the EGM of the Company is being held through VC/OAVM.
3. In compliance with applicable provisions of the Companies Act, 2013 read with aforesaid Circulars, the Extra-Ordinary General Meeting ("EGM") of the company is being conducted through VC, hereinafter called as "e-EGM".
4. e-EGM: The Company has appointed M/s. KFin Technologies Private Limited, Registrars and Transfer Agents ("RTA"), to provide VC facility for the e-EGM and the attendant enablers for conducting of the e-EGM.
5. Pursuant to the provisions of the above Circulars on the VC/OVAM (e-EGM):
 - a. Members can attend the e-EGM through login credentials provided to them to connect to VC. Physical attendance of the Members at the Meeting venue is not required.
 - b. Appointment of proxy to attend and cast vote on behalf of the members is not available.
 - c. Body Corporates are entitled to appoint authorised representatives to attend the e-EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
6. The Members can join the e-EGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
7. Up to 1,000 members will be able to join on a First-In-First-Out (FIFO) basis to the e-EGM.
8. No restrictions on account of FIFO entry into e-EGM in respect of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
9. The attendance of the Members (members logins) attending the e-EGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
10. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the e-EGM through VC/OAVM. Corporate members intending to authorize their representatives to participate and vote at the e-EGM 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.
11. 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) (DP) and also to quote Folio Number/Client ID/DP ID, in all their correspondence with the Company/DP.
12. In compliance with Section 108 of the Act, the corresponding Rules made thereunder, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Company has provided a facility to its members to exercise their votes electronically through the electronic voting ("remote e-voting") facility provided by the M/s.KFin Technologies Private Limited (KFin), the Registrar & Share Transfer Agents ("RTA") of the Company. Members who have cast their votes by remote e-voting prior to the e-EGM may participate in the e-EGM 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. The Board of Directors have appointed Mr. C. Dwarakanath (FCS - 7723 and CP No. - 4847), Company Secretary in Practice, as the Scrutinizer to scrutinize the remote e-voting as well as the e-voting at the e-EGM, in a fair and transparent manner.
13. The remote e-voting period commences on Wednesday, September 23, 2020 at 9:00 am (IST) and ends on Friday, September 25, 2020 at 5:00 pm (IST). During this period, members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on Saturday, September 19, 2020 may cast their votes electronically. The remote e-voting module will be disabled by the RTA for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast through remote e-voting. 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, i.e. as on Saturday, September 19, 2020.
14. Once the vote on a Resolution is cast by the shareholder either through remote e-voting or at the e-EGM, he/she shall not be allowed to change it subsequently.
15. The facility for e-voting at the e-EGM will also be made available. Members present in the e-EGM 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 e-EGM.

16. The results of the remote e-voting and poll in the e-EGM shall be declared within 48 hours of conclusion of the e-EGM and will be published on the website of the Company and also intimated to the Stock Exchanges.
17. In compliance with the Circulars, the Notice of the e-EGM, 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 / depository participant(s).
18. 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 their email addresses are requested to register their email addresses as per the instructions provided by your respective depository participants or RTA.
19. Members may also note that the Notice of the e-EGM will also be available on the Company's website, www.creditaccessgrameen.com websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited, at www.bseindia.com and www.nseindia.com respectively, and on the website of RTA, <https://evoting.karvy.com>
20. Members who have acquired shares after the dispatch of 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.
21. 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 depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.

PROCEDURE FOR OBTAINING E-EGM NOTICE AND REMOTE E-VOTING INSTRUCTIONS BY THE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES OR WITH RTA ON PHYSICAL FOLIOS:

On account of threat posed by COVID-19 and in terms of the MCA and SEBI Circulars, the Company has sent the Notice of e-EGM and remote e-voting instructions only in electronic form to the registered email addresses of the shareholders. Therefore, those shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

1. Those shareholders who have registered/not registered their email address and mobile numbers including address and bank details may please contact and validate/update their details with the Depository Participant.
2. Shareholders who have not registered their email address and in consequence the Notice of e-EGM could not be serviced, may temporarily get their email address and mobile number registered with the Company's RTA, by following the instructions provided at https://ris.kfintech.com/email_registration/. In case of any queries, shareholders may also write to einward.ris@kfintech.com or contact Mr. Sridhar Balamurli, Deputy Manager, KFin Technologies Pvt. Ltd., Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032 or call at 91-40-67161563 or email to sridhar.balamurli@kfintech.com
3. Shareholders may also visit the website of the company www.creditaccessgrameen.com or the website of the RTA <https://evoting.karvy.com/> for downloading the Notice of the e-EGM.
4. Alternatively members may send an e-mail request at the email id einward.ris@kfintech.com along with a scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy (in case of electronic folio) for sending the Notice of e-EGM and the remote e-voting instructions.

INSTRUCTIONS FOR THE MEMBERS FOR ATTENDING THE E-EGM THROUGH VC/OAVM:

1. Members will be provided with facility to attend the e-EGM through VC/OAVM platform provided by the Company's RTA. Members may access the same at <https://emeetings.kfintech.com> under shareholders/members login by using the remote e-voting credentials. The link for e-EGM will be available in shareholder/members login where the EVENT and the name of the company can be selected. Please note that the members who do not have the User ID and Password for remote e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice.
2. Members are encouraged to join the Meeting through Laptops (preferably) with Google Chrome for a better experience.

3. Further Members will be required to enable camera settings, in their laptops and hence use Internet with a good bandwidth/speed to avoid any disturbance during the e-EGM.
4. Please note that Participants 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 a stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. **Questions prior to e-EGM:** 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 benpos i.e. Saturday, September 19, 2020. The posting of questions shall commence on Monday, September 21, 2020, at 9:00 AM (IST) and will be closed on Wednesday, September 23, 2020, at 5:00 PM (IST).
6. **Speaker Registration for e-EGM session:** Shareholders who want to register as a speaker to speak during the e-EGM may log into <https://emeetings.kfintech.com/> with the same e-voting credentials and click on "Speaker Registration" by mentioning the demat account number/folio number, city, email id, mobile number and submit. The speaker registration shall commence on Monday, September 21, 2020, at 9:00 AM (IST) and will be closed on Wednesday, September 23, 2020, at 5:00 PM (IST).
7. Due to limitations of transmission and coordination during the Q&A session, the company may dispense with the speaker registration during the e-EGM conference.

INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE E-EGM SESSION:

1. The e-Voting "Thumb sign" on the left-hand corner of the video screen shall be activated upon instructions of the Chairman during the e-EGM proceedings. Shareholders shall click on the same to take them to the "Instapoll" page.
2. Members to click on the "Instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.
3. Only those shareholders, who are present in the e-EGM and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the e-EGM.

INSTRUCTIONS FOR REMOTE E-VOTING THROUGH ELECTRONIC MEANS:

In terms of the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and Regulation 44 of the Listing Regulations, the Company is providing facility of remote e-voting to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on Saturday, September 19, 2020 (end of day), being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by KFin (RTA) or to vote at the e-EGM. Person who is not a member as on the cut-off date should treat this Notice for information purposes only.

- A. The details of the process and manner for remote e-voting are given below:
 - i. Initial password is provided in the body of the email.
 - ii. Launch internet browser and type the URL: <https://evoting.karvy.com> in the address bar.
 - iii. Enter the login credentials (i.e., User ID and password provided by RTA). In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with RTA for remote e-voting, you can use your existing User ID and password for casting your vote.
 - iv. After entering these details appropriately, click on "LOGIN".
 - v. 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.
 - vi. You need to login again with the new credentials.
 - vii. On successful login, the system will prompt you to select the "EVENT" i.e. CreditAccess Grameen Limited."

- viii. 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.
 - ix. Shareholders holding multiple folios/demat account shall choose the voting process separately for each folio/demat account.
 - x. 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".
 - xi. Cast your vote by selecting an appropriate option and click on "Submit".
 - xii. 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).
 - xiii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copies (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@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name EVENT NO."
 - xiv. Members can cast their votes online (remote e-voting) from Saturday, August 8, 2020 (9:00 a.m. IST) till Thursday, September 25, 2020 (5:00 p.m. IST). Voting beyond the said date shall not be allowed and the remote e-voting facility shall be blocked.
 - xv. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.karvy.com> or call KFin on 1800 345 4001 (toll free).
- B. In case a person becomes a member of the Company after the dispatch of e-EGM Notice but on or before the cut-off date i.e. Saturday, September 19, 2020, the member may write to the RTA on the email Id evoting@kfintech.com, 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.
 - C. The remote e-voting period commences on Wednesday, September 23, 2020 at 9:00 am (IST) and ends on Friday, September 25, 2020 at 5:00 pm (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Saturday, September 19, 2020, may cast their vote electronically. The e-voting module will be disabled by RTA for e-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 votes electronically may participate in the e-EGM but shall not be allowed to vote again.
 - D. 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 RTA at Tel. No. 18003454001 (toll free).
 - E. 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).
 - F. 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 i.e. Saturday, September 19, 2020.
 - G. The Board of Directors has appointed Mr. C. Dwarakanath, Company Secretary in Practice (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 Scrutinizer to scrutinize the remote e-voting as well as e-voting process at the e-EGM, in a fair and transparent manner.
 - H. The members who are entitled to vote but have not exercised their right to vote through remote e-voting may vote at the e-EGM through electronic mode (Instapoll) for all businesses specified in the accompanying Notice.
 - I. The Scrutinizer shall, immediately after the conclusion of e-voting at the e-EGM, 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.
 - J. 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 e-EGM date subject to the requisite number of votes cast in favor of the Resolution(s).

- K. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.creditaccessgrameen.com and on the website of RTA <http://evoting.karvy.com> within 48 hours from the conclusion of the e-EGM and shall also be communicated to the Stock Exchanges where the Company's shares are listed and also displayed in the Notice Board at the Registered Office of the Company.

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

Place: Bengaluru
Date: September 03, 2020

**Sd/-
G. J. Mahadev Prakash
Head – Compliance, Legal & Company Secretary**

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. 1:

The Company proposes to raise additional capital up to an aggregate sum of Rs. 10,000 million (Rupees Ten Thousand million). The proposed issue of capital is subject to the approvals under applicable regulations issued by the Securities and Exchange Board of India and any other government / regulatory approvals as may be required in this regard.

Pursuant to Section 62 of the Companies Act, 2013 and the listing requirements of the stock exchanges, whenever it is proposed to increase the subscribed capital of a company by a further issue and allotment of shares, such shares need to be offered to the existing shareholders in the manner prescribed in the said section unless the shareholders decide otherwise in a general meeting by way of a special resolution.

In order to enable the Company to access the capital market through a public issue or on a private placement basis, the approval of the Members is hereby sought for the proposal to create, offer, issue and allot, with or without a green shoe option, such number of equity shares of the Company of face value of ₹ 10 each (the "**Equity Shares**"), and/ or securities convertible into Equity Shares at the option of the Company and/ or the holders of such securities, and/ or securities linked to Equity Shares, and/ or any instrument or securities representing Equity Shares and/ or convertible securities linked to Equity Shares (all of which are hereinafter collectively referred to as "**Securities**") or any combination of Securities to any categories of investors, in one or more tranches, whether they be holders of Equity Shares of the Company or not (collectively called the "**Investors**") as may be decided by the board of directors of the Company (the "**Board**", including its duly authorized committee thereof) in its discretion and permitted under applicable laws and regulations, of an aggregate amount not exceeding Rs. 10,000 million (Rupees ten thousand million) or equivalent thereof, in one or more foreign currency(ies).

In case the Issue is made through a qualified institutions placement the allotment of the Securities shall be completed within a period of 365 days from passing this resolution or such other time as may be allowed under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**") from time to time. Further, the price at which Securities are allotted to qualified institutional buyers, shall not be less than the price determined in accordance with the pricing formula in terms of the SEBI ICDR Regulations. The 'Relevant Date' for this purpose would be the date when the Board or a duly authorized committee of the Board decides to open the qualified institutions placement for subscription, if Equity Shares are issued.

In view of the future outlook of the Company, its growth targets and prospects, the Company requires additional funding to, *inter alia*, to augment the long-term resources for meeting funding requirements for our Company's business activities and general corporate purposes as per our Company's growth strategy and to improve the capital adequacy ratio as laid down by the RBI .

The proceeds of the proposed issue shall be utilized for any of the aforesaid purposes to the extent permitted by law. The Equity Shares allotted would be listed. The issue and allotment would be subject to the availability of regulatory approvals, if any.

The Promoter(s) will not subscribe to the offer, if made under Chapter VI of SEBI ICDR Regulations.

The above proposal is in the interest of the Company and the Board of the Company thus recommends resolution at Item No. 1 for approval of the Members of the Company as a Special Resolution.

None of the Directors of the Company or the Key Managerial Personnel ("**KMP**") of the Company and/or their relatives are concerned or interested in the proposed resolutions except to the extent of his/her holding of equity shares and to the extent of his/her subscribing to equity shares/equity linked securities if and when issued as also to the extent of subscription by a financial institution/ company/body corporate in which the KMP, Director or his/her relative may be directly or indirectly interested.