

CREDITACCESS GRAMEEN LIMITED

Regd. Office: No.49, 46th Cross, 8th Block, Jayanagar, Bengaluru – 560 070.

CIN: L51216KA1991PLC053425

Email: csinvestors@creditaccessgrameen.com Website: www.creditaccessgrameen.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To
The Members of
CreditAccess Grameen Limited

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 as amended (the "Act"), read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as may be amended (the "Rules"), General Circular No. 14/ 2020 dated April 8, 2020, the General Circular No.17/ 2020 dated April 13, 2020, General Circular No. 22/ 2020 dated June 15, 2020, General Circular No.33/ 2020 dated September 28, 2020 and General Circular No.39/2020 dated December 31, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 read with rules made thereunder on account of Covid-19" issued by the Ministry of Corporate Affairs (the "MCA"), Government of India (the "MCA Circulars"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations") and pursuant to other applicable laws and regulations, for seeking approval of the Members of CreditAccess Grameen Limited (the "Company") through Postal Ballot by remote E-voting only ("Postal Ballot/E-Voting"), for the businesses set out hereunder.

In view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, MCA in terms of its General Circulars, has advised the companies to take all decisions of urgent nature requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal Ballot/E-Voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue.

In view of the same, the Company shall send Postal Ballot Notice by email to all its Members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the Members shall only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

The Notice will also be placed on the website of the Company www.creditaccessgrameen.com on the website of both the Stock Exchanges viz. National Stock Exchange of India Limited ("NSE") at www.nseindia.com and BSE Limited ("BSE") at www.bseindia.com and on the website of KFin Technologies Private Limited ("KFin"), the Registrar & Share Transfer Agents of the Company, at <https://www.kfintech.com>

Scrutinizer

The Company has appointed Mr. C. Dwarakanath, Company Secretary in Practice (FCS No: 7723, CP No. 4847), Bengaluru as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and in accordance with the law.

E-Voting

Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the Listing Regulations, the Company has engaged KFin Technologies Private Limited, Registrar & Transfer Agents of the Company ("KFin" or "RTA"), to provide e-voting facility for its Members.

The E-Voting facility is available at the link: <https://evoting.kfintech.com/> from 9:00 am on Thursday, March 11, 2021 up to 5:00 pm on Sunday, April 11, 2021. E-Voting module shall be blocked by KFin at 5:00 pm on Sunday, April 11, 2021 and voting shall not be allowed beyond the said date and time.

The Scrutinizer shall submit his Report in writing, upon completion of scrutiny of E-voting data provided by KFin. The results of E-voting along with the Scrutinizer's Report will be announced on or before Tuesday, April 13, 2021 by 5:00 pm and shall be displayed on the website of the Company: www.creditaccessgrameen.com the website of KFin at <https://www.kfintech.com> and also will be communicated to both NSE and BSE, which will then be made available on their respective websites viz. www.nseindia.com and www.bseindia.com.

Key details regarding the Postal Ballot/E-Voting

Sl. No.	Particulars	Details
1.	Link for remote e-voting	https://evoting.kfintech.com/
2.	Scrutinizer details	Mr. C. Dwarakanath, Company Secretary in Practice (FCS No: 7723, CP No. 4847), Bengaluru – 560 004. Email: dwarakanath.c@gmail.com
3.	Cut-off date for eligibility for e-voting	Friday, March 05, 2021
4.	Time period for e-voting	Starts on Thursday, March 11, 2021 at 9:00 am Ends on Sunday, April 11, 2021 at 5:00 pm
5.	Link for Members to temporarily update email address	https://ris.kfintech.com/clientservices/postalballot/registration.aspx
6.	Last date for publishing results of the e-voting	On or before 5:00 pm on Tuesday, April 13, 2021
7.	Contact details in case of any grievances or queries	Mr. Sridhar Balamurli, Deputy Manager, KFin Technologies Pvt. Ltd., Tel: 1800 345 4001 Email: evoting@kfintech.com

RESOLUTIONS PUT THROUGH POSTAL BALLOT:

Item No. 1: Approval for Appointment of Ms. Lilian Jessie Paul (DIN: 02864506) as an Independent Director.

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

"RESOLVED THAT pursuant to provisions of Sections 149, 150, 152, 160, 161 and any other applicable provisions of the Companies Act 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013 ("**Act**") and Regulations 17 and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**SEBI LODR Regulations**") as may be amended from time to time and based on the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors, the consent of shareholders of the Company be and is hereby accorded to appoint Ms. Lilian Jessie Paul (DIN: 02864506), who meets the criteria for independence, as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR Regulations, 2015, as an Independent Director of the Company with effect from September 16, 2020, for a period of 5 (five) years and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Udaya Kumar Hebbar, Managing Director & CEO, Mr. Balakrishna Kamath, Chief Financial Officer and Mr. M. J. Mahadev Prakash, Head – Compliance, Legal & Company Secretary be and are hereby severally authorized for and on behalf of the Company to do or cause to do all such acts, deeds and things as may be considered necessary in connection with or incidental to giving effect to the above."

Item No 2: Approval for Re-appointment of Mr. George Joseph (DIN: 00253754) as Independent Director for a Second Term.

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

“RESOLVED THAT pursuant to provisions of Section 149 and any other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the Companies Act, 2013 (“Act”) and Regulations 17 and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI LODR Regulations”) as may be amended from time to time and based on the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors, the consent of shareholders of the Company be and is hereby accorded for re-appointment of Mr. George Joseph (DIN: 00253754), who meets the criteria for independence, as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR Regulations, as an Independent Director of the Company for a second term with effect from September 9, 2020, for a period of 5 (five) years or up to his attainment of 75 years of age, whichever is earlier and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Udaya Kumar Hebbar, Managing Director & CEO, Mr. Balakrishna Kamath, Chief Financial Officer and Mr. M. J. Mahadev Prakash, Head – Compliance, Legal & Company Secretary be and are hereby severally authorized for and on behalf of the Company to do or cause to do all such acts, deeds and things as may be considered necessary in connection with or incidental to giving effect to the above.”

By the Order of the Board of Directors
For CreditAccess Grameen Limited

March 8, 2021
Bengaluru

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

NOTES:

1. A statement explaining the reasons for the proposed Resolutions and setting out material facts pursuant to Section 102 read with Section 110 of the Act, is annexed herewith.
2. Pursuant to MCA Circulars and Listing Regulations, hard copies of this Postal Ballot Notice along with Postal Ballot forms and pre-paid Business Reply Envelopes shall not be sent to the Members and voting shall be conducted only through remote e-voting mechanism.
3. Postal Ballot Notice is being sent via email only to all the Members of the Company whose names appear on the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"), (NSDL together with CDSL, the "Depositories") as on Friday, March 5, 2021, (the "Cut-off date"). Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member as on the cut-off date. Any person who is not a Member as on the cut-off date should treat this Postal Ballot Notice for information purposes only.
4. SEBI vide its Circular dated December 9, 2020, has decided to enable e-voting to all the demat account holders by way of a single login through their demat accounts/websites of Depositories/Depository Participants and accordingly demat account holders would be able to cast their vote without having to register again with KFin or any other similar e-voting service providers.
5. The above resolutions, if approved, by the Members through Postal Ballot / E-Voting is deemed to have been passed at a General Meeting of the Members and the last date of the E-Voting i.e., Sunday, April 11, 2021, shall be the date on which the said Resolutions shall be deemed to have been passed, if approved by the requisite majority.
6. The Members who are holding shares of the Company in Physical form or who have not registered their email addresses with KFin, can register their e-mail address as per the following instructions:

Type	Process to be followed for Registration of e-mail address
Physical	Members may send an e-mail request to einward.ris@kfintech.com along with: <ul style="list-style-type: none"> • Scanned copy of the signed request letter mentioning the Folio No., name of the member, e-mail address & mobile number. • Self-attested copy of PAN • Self-attested copy of any address proof including Aadhar, Passport etc. • Scanned copy of share certificate (front and back).
Demat	Please contact your Depository Participant and register your e-mail address in your DEMAT account, as per the process recommended by your DP.

7. Members who have not registered their email address and in consequence of which they have not received this Postal Ballot Notice, may temporarily get their email address registered with the Company's RTA by clicking the link:

<https://ris.kfintech.com/clientservices/postalballot/registration.aspx>

8. Members may also register their email IDs by sending an email (which they wish to register) citing subject line as "CreditAccess Grameen' Postal Ballot – Registration of email IDs" to csinvestors@creditaccessgrameen.com along with the following details:
 - Name of Registered Member(s) / shareholder(s)
 - Folio number(s)/DP ID/Client ID; and
 - Number of equity shares held.
9. Members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / the Company's RTA/KFin to enable the servicing of notices / documents / Annual Reports electronically to their email address.
10. The procedure and instructions for the e-voting (through electronic means) is, as follows:

Open your web browser during the voting period and log-on to the e-voting website <https://evoting.kfintech.com>. Now, fill up the following details in the appropriate boxes:

User-ID	a) For NSDL: 8-character DP ID followed by 8 Digit Client ID b) For CDSL: 16 digits beneficiary ID / Client ID
Password: please refer to the cover email enclosing this Notice	
PAN* Enter your 10-digit alpha-numeric PAN issued by Income Tax Department	
* Members who have not updated their PAN with the Company are requested to use default number 'ABCDE12345' in the PAN field.	

- a) After entering the details appropriately, click on 'LOGIN'.
- b) If you are logged-in for the first time, you will reach the '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. The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- c) You need to login again with the new credentials.
- d) On successful login, the system will prompt you to select the 'EVENT' i.e., 'CREDITACCESS'
- e) On the voting page, the number of shares as held by the shareholder as on the 'Cut-off Date' will appear. If you desire to cast all the votes assenting/dissenting to the Resolutions, then enter all shares and click "FOR" / "AGAINST" as the case may be. You are not required to cast all your votes in the same manner.
- f) Shareholders holding multiple folios / DEMAT account shall choose the voting process separately for each folios / DEMAT account.
- g) Cast your vote by selecting an appropriate option and click on 'SUBMIT'. 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, shareholders can login any number of times till they have voted on the resolution.

- h) Institutional shareholders (i.e., other than individuals, HUF, NRI, etc.) are additionally required to upload the scanned copies (PDF Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized representative(s), on the e-voting portal.

11. The Portal will remain open for remote e-voting as under:

Opening	:	9.00 A.M. on Thursday, March 11, 2021
Closing	:	5.00 P.M. on Sunday, April 11, 2021 (both days inclusive)

12. Once the vote on Resolutions is cast by Members, they shall not be allowed to change it subsequently.
13. All documents referred to in the Notice will also be available for electronic inspection by the members, without any fee, from the date of dispatch of notice through email and up to the last date of e-voting i.e., Sunday, April 11, 2021. Members seeking to inspect such documents can send an email to csinvestors@creditaccessgrameen.com
14. The Scrutinizer will submit his report on or before Tuesday, April 13, 2021. The Results along with the Scrutinizer's Report shall be declared at the Registered office address of the Company and shall be placed on the Company's website www.creditaccessgrameen.com and on the website of KFin <https://www.kfintech.com> and shall also be communicated to the Stock Exchanges where the Company's shares are listed.
15. 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.kfintech.com> or call KFin on 1800 345 4001 (toll free) 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 email to evoting@kfintech.com

By the Order of the Board of Directors
For CreditAccess Grameen Limited

Sd/-

M. J. Mahadev Prakash
Head – Compliance, Legal & Company Secretary

March 8, 2021
Bengaluru

EXPLANATORY STATEMENT (Pursuant to Section 102 OF THE COMPANIES ACT, 2013):

Item No 1:

Ms. Lilian Jessie Paul was appointed as an Additional Director of the Company with effect from September 16, 2020, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company.

Ms. Paul is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given her consent to act as Director.

The Board is of the view that the appointment of Ms. Paul as Independent Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 1 for approval by the members of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Ms. Paul herself, is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

Additional information on director recommended for appointment, as required under Regulation 36 of Listing Regulations and applicable Secretarial Standards.

Brief Profile:

Ms. Lilian Jessie Paul is an Independent Director of our Company. She holds a bachelor’s degree in engineering from Bharathidasan University and a post-graduate diploma in management from Indian Institute of Management, Calcutta. She has several years of experience in marketing. She was previously associated with Wipro Limited as the Chief Marketing Officer and Infosys as Marketing Manager. She is presently on the Board of Paul Writer Strategic Services Private Limited, Expleo Solutions, Royal Orchid Hotels, Icon Hospitality Private Limited and Bajaj Consumer Care Limited.

Name and DIN	Name: Lilian Jessie Paul DIN: 02864506
Age & Date of Birth (DoB)	Age: 50 years; DoB: May 02, 1970
Nationality	Indian
Date of appointment on the Board	September 16, 2020
Relationship with other Directors	None
Qualification	She holds a bachelor’s degree in engineering from Bharathidasan University and a post-graduate diploma in management from Indian Institute of Management, Calcutta.
Expertise in specific functional areas	Her expertise is in the field of Marketing
Number of shares & % of holding	Nil

List of Directorships held in other Public Limited Companies	Royal Orchid Hotel Limited Expleo Solutions Limited Bajaj Consumer Care Limited	
Chairmanships/Memberships of Committees in other Public Limited Companies (Includes Audit Committee and Stakeholders Relationship Committee)	Audit Committee Membership: 3 (three) Stakeholders Relationship Committee Membership: 1 (one)	
Number of Board meetings attended from September 16, 2020	Eligible	5
	Attended	5

Item No 2:

Mr. George Joseph (holding DIN:00253754) joined the Board of Directors (the "Board") of the Company on September 09, 2015. The members of the Company had approved the appointment of Mr. Joseph as an independent director for a term up to September 8, 2020.

The Board of Directors, based on the recommendation of Nomination & Remuneration Committee, is of the opinion that, considering the vast experience, knowledge, performance evaluation and the possession of relevant expertise by Mr. Joseph (DIN: 00008241), his continued association would be of immense benefit to the Company. Accordingly, the Board of Directors had approved his re-appointment as an Independent Director of the Company with effect from September 9, 2020, for a period of 5 years or till his attainment of 75 years of age, whichever is earlier, subject to the approval of shareholders of the Company.

As per the provisions of Section 149 of the Companies Act, 2013 and the Rules made thereunder, an Independent Director can be reappointed for a second term for a maximum of 5 (five) years by passing a special resolution by the shareholders and on disclosure of such reappointment in the Board's Report. Mr. Joseph fulfills the conditions provided in the Act and the Rules made thereunder for reappointment as Independent Director and is independent of the management. A brief background of Mr. Joseph is provided separately hereinbelow.

The Company has received from Mr. George Joseph (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of The Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, confirming his eligibility for such reappointment, (iii) a declaration to the effect that he meets the criteria of independence as provided in sub section (6) of Section 149 of the Companies Act, 2013.

The Board considers that the continued association of Mr. Joseph would be of immense benefit to the Company and is desirable to continue to avail his services as an independent director. Accordingly, the Board recommends the resolution in relation to the reappointment of Mr. Joseph as an independent director, for the approval by members of the Company.

None of the Directors/Key Managerial Personnel or their relatives, except Mr. Joseph himself, is concerned or interested in the said Resolution.

Additional information on director recommended for appointment, as required under Regulation 36 of Listing Regulations and applicable Secretarial Standards.

Brief Profile:

Mr. George Joseph is an Independent Director of our Company. He holds a bachelor's degree in commerce from the University of Kerala. He is a certificated associate of the Indian Institute of Bankers. He has also completed a banking diploma from the Institute of Bankers, London and is an associate of the same. He was associated with Canara Bank for a period of over 36 years and was elevated from the post of General Manager, Canara Bank to Executive Director, Syndicate Bank in 2006. He was associated with Syndicate Bank for a period of three years and retired as Chairman and Managing Director in 2009. He serves as a director on the Boards of Wonderla Holidays Limited and Madura Micro Finance Limited.

Name and DIN	Name: George Joseph DIN: 00253754	
Age & Date of Birth (DoB)	Age:71 years; DoB: April 26, 1949	
Nationality	Indian	
Date of first appointment on the Board	September 09, 2015	
Relationship with other Directors	None	
Qualification	He holds a bachelor's degree in commerce from the University of Kerala. He is a certificated associate of the Indian Institute of Bankers. He has also completed a banking diploma from the Institute of Bankers, London and is an associate of the same.	
Expertise in specific functional areas	His expertise is in the field of Finance and Banking	
Number of shares & % of holding	No of Shares: 1,000 % of holding: Negligible	
List of Directorships held in other Public Limited Companies	Wonderla Holidays Limited Madura Micro Finance Limited	
Chairmanships/Memberships of Committees in other Public Limited Companies (Includes Audit Committee and Stakeholders Relationship Committee)	Audit Committee Chairmanship: 1 (one) Audit Committee Membership: 1 (one) Stakeholders Relationship Committee Membership: 1 (one)	
Number of Board meetings attended from September 9, 2020	Eligible	5
	Attended	5

By the Order of the Board of Directors
For CreditAccess Grameen Limited

March 8, 2021
Bengaluru

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