



**FORM NO. MGT-13**  
**Report of Scrutinizer**

[Pursuant to section 108 and 109 of the Companies Act, 2013 read with rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015]

To,

The Chairman of the 27<sup>th</sup> Annual General Meeting of the equity shareholders of **CREDITACCESS GRAMEEN LIMITED** (the "**Company**") held on Wednesday, November 21, 2018 at 10.00 A.M. (IST) at The Capitol, "Senate", #3, Rajbhavan Road, Bengaluru - 560001, Karnataka.

Dear Sir,

I, Dwarakanath C, Company Secretary in Practice, appointed as Scrutinizer for the purpose of scrutinizing the votes cast through electronically at the venue on the below mentioned resolutions, at the 27<sup>th</sup> Annual General Meeting of the equity shareholders of **CREDITACCESS GRAMEEN LIMITED** held on Wednesday, November 21, 2018 at 10.00 A.M. (IST) at The Capitol, "Senate", #3, Rajbhavan Road, Bengaluru - 560001, Karnataka, submit my report as under:

1. The combined scrutinizer's report on remote e-Voting and electronic voting at the Annual General Meeting is annexed herewith: Annexure A
2. The result of the electronic voting at venue of the AGM is as under:

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**Resolution No. 1 – Adoption of Financial Statements - Ordinary Resolution**

To receive, consider and adopt Audited Statement of Profit and Loss for the financial year ended March 31, 2018, the Audited Balance Sheet as at that date, together with the Cash Flow Statement, the Report of the Board of Directors and Independent Auditors thereon.

(i) Voting "*in Favour*" of the resolution

Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
60	3,67,148	100

(ii) Voted "*against*" the resolution

Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
00	00	00

(iii) *Invalid Votes*

Total Number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total Number of votes cast by them (shares)
00	00


**Resolution No. 2 - To appoint a Director in place of Mr. Paolo Brichetti (DIN: 01908040) who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and Article 58 of the Articles of Association and being eligible, offers himself for re-appointment -Ordinary Resolution**

(i) Voting "*in Favour*" of the resolution

Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
60	3,67,148	100

(ii) Voted "*against*" the resolution

Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)	% of total number of valid votes cast
00	00	00

(iii) *Invalid Votes*

Total Number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total Number of votes cast by them (shares)
00	00



**Resolution No. 3 - To fix the remuneration of Statutory Auditors for the financial year 2018-19 -Ordinary Resolution**

(i) Voting "*in Favour*" of the resolution

Total Number of members present and exercised their votes(in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
60	3,67,148	100

(ii) Voted "*against*" the resolution

Total Number of members present and exercised their votes(in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
00	00	00

(iii) *Invalid Votes*

Total Number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total Number of votes cast by them (shares)
00	00



**Resolution No.4 - Approval of resolution under Sec 180(1) (c) of the Companies Act, 2013 - Special Resolution**

(i) Voting "*in Favour*" of the resolution

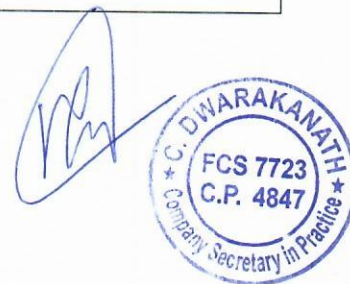
Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
60	3,67,148	100

(ii) Voted "*against*" the resolution

Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
00	00	00

(iii) Invalid Votes

Total Number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total Number of votes cast by them (shares)
00	00



**Resolution No.5 - Approval of resolution under Sec 180(1) (a) of the Companies Act, 2013 - Special Resolution**

(i) Voting "*in Favour*" of the resolution

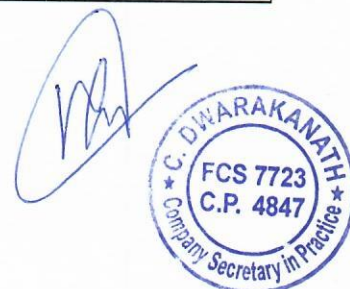
Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
60	3,67,148	100

(ii) Voted "*against*" the resolution

Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
00	00	00

(iii) Invalid Votes

Total Number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total Number of votes cast by them (shares)
00	00



**Resolution No.6 – Approval for private placement of NCDs – Special Resolution**

(i) Voting "*in Favour*" of the resolution

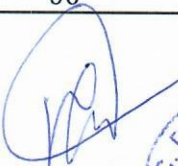

Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
60	3,67,148	100

(ii) Voted "*against*" the resolution

Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
00	00	00

(iii) Invalid Votes

Total Number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total Number of votes cast by them (shares)
00	00

**Resolution No.7 – Alteration of Object clause of Memorandum of Association – Special Resolution**

(i) Voting "*in Favour*" of the resolution



Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
60	3,67,148	100

(ii) Voted "*against*" the resolution

Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
00	00	00

(iii) Invalid Votes

Total Number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total Number of votes cast by them (shares)
00	00



**Resolution No.8 – Approval of payment of Commission to Independent Directors –  
 Special Resolution**

(i) Voting "*in Favour*" of the resolution

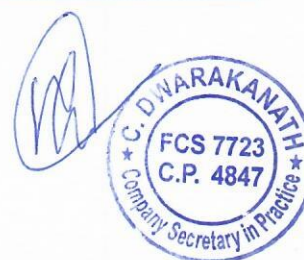
Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
60	3,67,148	100

(ii) Voted "*against*" the resolution

Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
00	00	00

(iii) Invalid Votes

Total Number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total Number of votes cast by them (shares)
00	00



**Resolution No.9 – Approval of revision in remuneration of Managing Director & Chief Executive Officer (MD &CEO) – Special Resolution**

(i) Voting "*in Favour*" of the resolution



Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
60	3,67,148	100

(ii) Voted "*against*" the resolution

Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
00	00	00

(iii) Invalid Votes

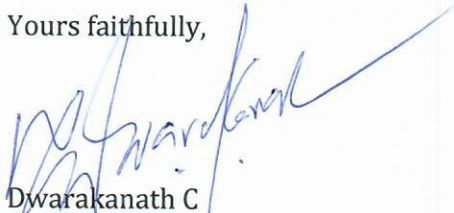
Total Number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total Number of votes cast by them (shares)
00	00

3. Soft copy containing a list of equity shareholders who voted electronically "FOR", "AGAINST" and those whose votes were declared invalid for each resolution has been e-mailed to the Company Secretary of the Company.
4. All other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking You,

Yours faithfully,



Dwarakanath C  
Company Secretary in Practice  
(FCS: 7723 C.P. No: 4847)



Place: Bengaluru  
Date: 22<sup>nd</sup> November 2018



**ANNEXURE A**

**COMBINED SCRUTINIZER'S REPORT ON REMOTE E-VOTING AND  
ELECTRONIC VOTING AT THE ANNUAL GENERAL MEETING**

To,

The Chairman of the 27<sup>th</sup> Annual General Meeting of the Equity Shareholders of **CREDITACCESS GRAMEEN LIMITED** (the "**Company**") held on Wednesday, November 21, 2018 at 10.00 A.M. (IST) at The Capitol, "Senate", #3, Rajbhavan Road, Bengaluru - 560001, Karnataka.

Dear Sir,

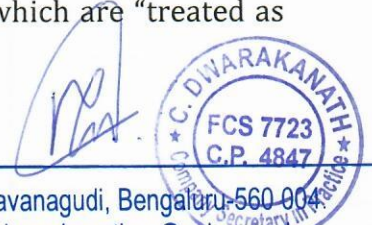
I, Dwarakanath C, Company Secretary in Practice, have been appointed as Scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the votes cast through remote e-voting conducted pursuant to Section 108 and 109 of the Companies Act, 2013 (the "**Act**") and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 read with Regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the votes cast through electronic voting at the venue in respect of the resolutions proposed at the 27<sup>th</sup> Annual General Meeting of the equity shareholders the Company held on Wednesday, November 21, 2018 at 10.00 A.M. (IST) at The Capitol, "Senate", #3, Rajbhavan Road, Bengaluru - 560001, Karnataka (the "**AGM**").

The notice dated October 16, 2018 along with the statement setting out the material facts under Section 102 of the Act were sent to the shareholders in respect of the below mentioned resolutions proposed at the AGM.

The shareholders of the Company holding shares as on the relevant date i.e. 14<sup>th</sup> November 2018 were entitled to vote on the resolutions as contained in the notice of the AGM.

The Company has engaged the services of the Karvy Computershare Private Limited (the "**Karvy**") for providing the e-voting facility. The voting period for remote e-voting commenced on Friday, November 18, 2018 at 9.00 A.M. IST and ended on Tuesday, November 20, 2018 at 5.00 P.M IST.

The management of the Company is responsible to ensure compliance of the provisions of the Act and other applicable laws, relating to the remote e-voting and electronic voting at the AGM. My responsibility as a Scrutinizer is restricted to making a consolidated scrutinizer's report of the votes cast "For" or "Against" the resolution as stated in the notice of the AGM or those which are "treated as





invalid", based on the report generated from the e-voting system provided by the Karvy and the scrutiny of the electronic votes cast at the AGM.

After counting the votes cast electronically at the venue of the AGM, the votes cast through remote e-voting facility was duly unblocked on 21<sup>st</sup> November 2018 at 11:30 am in the presence of two witnesses, viz., Mr. K Gopi Krishna, currently residing at No.78, 17<sup>th</sup> Main, 8<sup>th</sup> Cross, BTM 1<sup>st</sup> Stage, Bengaluru-560029 and Ms. Shriya Bhat, currently residing at Flat No 201, Arneesh Palace, Nayak Layout, 3<sup>rd</sup> Main, 2<sup>nd</sup> Cross, J P Nagar 8<sup>th</sup> Phase, Bangalore 560076, who are not in employment of the Company.

Thereafter, the details of the votes cast "For" or "Against" and those which were "invalid" were extracted from the e-voting at venue and the list of equity shareholders who voted "For" or "Against" was downloaded from the e-voting website of the Karvy i.e. <http://evoting.karvy.com>

I now submit my consolidated report on the remote e-voting and electronic voting at venue as under:

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### Resolution No. 1 – Adoption of Financial Statements - Ordinary Resolution

To receive, consider and adopt Audited Statement of Profit and Loss for the financial year ended March 31, 2018, the Audited Balance Sheet as at that date, together with the Cash Flow Statement, the Report of the Board of Directors and Independent Auditors thereon.

(i) Voting “*in Favour*” of the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	70	12,61,12,216	99.71
e-Voting at the meeting	60	3,67,148	0.29
<b>Total</b>	<b>130</b>	<b>12,64,79,364</b>	<b>100</b>

(ii) Voted “*against*” the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	3	175	0.00
e-Voting at the meeting	0	0	0.00
<b>Total</b>	<b>3</b>	<b>175</b>	<b>0.00</b>

(iii) *Invalid Votes*

	Total number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (shares)
Remote e- voting	00	00
e-Voting at the meeting	00	00
<b>Total</b>	<b>00</b>	<b>00</b>



**Resolution No. 2 – To appoint a Director in place of Mr. Paolo Brichetti (DIN: 01908040) who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and Article 58 of the Articles of Association and being eligible, offers himself for re-appointment -Ordinary Resolution**

(i) Voting "*in Favour*" of the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	66	12,57,97,325	99.46
e-Voting at the meeting	60	3,67,148	0.29
<b>Total</b>	<b>126</b>	<b>12,61,64,473</b>	<b>99.75</b>

(ii) Voted "*against*" the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	7	3,15,066	0.25
e-Voting at the meeting	0	0	0.00
<b>Total</b>	<b>7</b>	<b>3,15,066</b>	<b>0.25</b>

(iii) *Invalid Votes*

	Total number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (shares)
Remote e- voting	00	00
e-Voting at the meeting	00	00
<b>Total</b>	<b>00</b>	<b>00</b>



**Resolution No. 3 – To fix the remuneration of Statutory Auditors for the financial year 2018-19 -Ordinary Resolution**

(i) Voting “*in Favour*” of the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	69	12,61,12,146	99.71
e-Voting at the meeting	60	3,67,148	0.29
<b>Total</b>	<b>129</b>	<b>12,64,79,294</b>	<b>100</b>

(ii) Voted “*against*” the resolution

	Total Number of members present and exercised their votes(in person or proxy)	Total Number of votes cast by them (shares)	% of total number of valid votes cast
Remote e- voting	4	245	0.00
e-Voting at the meeting	0	0	0.00
<b>Total</b>	<b>4</b>	<b>245</b>	<b>0.00</b>

(iii) *Invalid Votes*

	Total number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (shares)
Remote e- voting	00	00
e-Voting at the meeting	00	00
<b>Total</b>	<b>00</b>	<b>00</b>





**Resolution No.4 – Approval of resolution under Sec 180(1) (c) of the Companies Act, 2013 – Special Resolution**

(i) Voting “*in Favour*” of the resolution



	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	70	12,61,91,414	99.71
e-Voting at the meeting	60	3,67,148	0.29
<b>Total</b>	<b>130</b>	<b>12,65,58,562</b>	<b>100</b>

(ii) Voted “*against*” the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	4	210	0.00
e-Voting at the meeting	0	0	0.00
<b>Total</b>	<b>4</b>	<b>210</b>	<b>0.00</b>

(iii) Invalid Votes

	Total number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (shares)
Remote e- voting	00	00
e-Voting at the meeting	00	00
<b>Total</b>	<b>00</b>	<b>00</b>

**Resolution No.5 – Approval of resolution under Sec 180(1) (a) of the Companies Act, 2013 – Special Resolution**

(i) Voting "*in Favour*" of the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	69	12,57,91,414	99.71
e-Voting at the meeting	60	3,67,148	0.29
<b>Total</b>	<b>129</b>	<b>12,61,58,562</b>	<b>100</b>

(ii) Voted "*against*" the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	4	210	0.00
e-Voting at the meeting	0	0	0.00
<b>Total</b>	<b>4</b>	<b>210</b>	<b>0.00</b>

(iii) Invalid Votes

	Total number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (shares)
Remote e- voting	00	00
e-Voting at the meeting	00	00
<b>Total</b>	<b>00</b>	<b>00</b>



**Resolution No.6 – Approval for private placement of NCDs – Special Resolution**

(i) Voting “*in Favour*” of the resolution



	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	70	12,61,91,414	99.71
e-Voting at the meeting	60	3,67,148	0.29
<b>Total</b>	<b>130</b>	<b>12,65,58,562</b>	<b>100</b>

(ii) Voted “*against*” the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	4	210	0.00
e-Voting at the meeting	0	0	0.00
<b>Total</b>	<b>4</b>	<b>210</b>	<b>0.00</b>

(iii) Invalid Votes

	Total number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (shares)
Remote e- voting	00	00
e-Voting at the meeting	00	00
<b>Total</b>	<b>00</b>	<b>00</b>

**Resolution No.7 – Alteration of Object clause of Memorandum of Association – Special Resolution**

(i) Voting “*in Favour*” of the resolution



	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	71	12,61,91,449	99.71
e-Voting at the meeting	60	3,67,148	0.29
<b>Total</b>	<b>131</b>	<b>12,65,58,597</b>	<b>100</b>

(ii) Voted “*against*” the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	3	175	0.00
e-Voting at the meeting	0	0	0.00
<b>Total</b>	<b>3</b>	<b>175</b>	<b>0.00</b>

(iii) Invalid Votes

	Total number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (shares)
Remote e- voting	00	00
e-Voting at the meeting	00	00
<b>Total</b>	<b>00</b>	<b>00</b>

**Resolution No.8 – Approval of payment of Commission to Independent Directors – Special Resolution**

(i) Voting "*in Favour*" of the resolution



	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	65	12,59,47,950	99.58
e-Voting at the meeting	60	3,67,148	0.29
<b>Total</b>	<b>125</b>	<b>12,63,15,098</b>	<b>99.87</b>

(ii) Voted "*against*" the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	8	1,64,441	0.13
e-Voting at the meeting	0	0	0.00
<b>Total</b>	<b>8</b>	<b>1,64,441</b>	<b>0.13</b>

(iii) Invalid Votes

	Total number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (shares)
Remote e- voting	00	00
e-Voting at the meeting	00	00
<b>Total</b>	<b>00</b>	<b>00</b>

**Resolution No.9 – Approval of revision in remuneration of Managing Director & Chief Executive Officer (MD & CEO) – Special Resolution**

(i) Voting "*in Favour*" of the resolution



	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	66	12,61,12,006	99.71
e-Voting at the meeting	60	3,67,148	0.29
<b>Total</b>	<b>126</b>	<b>12,64,79,154</b>	<b>100</b>

(ii) Voted "*against*" the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	7	385	0.00
e-Voting at the meeting	0	0	0.00
<b>Total</b>	<b>7</b>	<b>385</b>	<b>0.00</b>

(iii) Invalid Votes

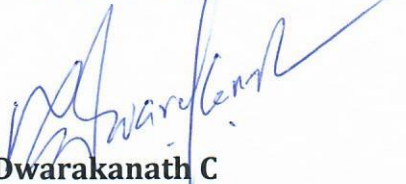
	Total number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (shares)
Remote e- voting	00	00
e-Voting at the meeting	00	00
<b>Total</b>	<b>00</b>	<b>00</b>

A separate Report of the Scrutinizer in Form MGT-13, of even date, has been issued for the results of the electronic voting at the venue of the AGM.

Thanking you.

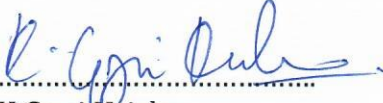
Yours faithfully,


  
**Dwarakanath C**  
Company Secretary in Practice  
(FCS: 7723 C.P. No: 4847)



Date: 22<sup>nd</sup> November 2018

Witness:

  
.....  
K Gopi Krishna

  
.....  
Shriya Bhat

  
.....  
**Company Secretary**  
Date: 22<sup>nd</sup> November 2018