

28th ANNUAL GENERAL MEETING HELD ON THURSDAY, AUGUST 1, 2019 AT 10.30 A.M. AT BENGALURU, KARNATAKA

DECLARATION OF VOTING RESULTS

The 28th Annual General Meeting ("AGM") of CreditAccess Grameen Limited ("the Company") was held on Thursday, August 1, 2019 at Pai Vista Convention Hall, II floor, GSB Bhavan, # 34, Patalamma Temple Road, Near South End Circle, Basavanagudi, Bangalore-560004.

Pursuant to the provision of Section 108 of the Companies Act, 2013 read with the rules prescribed thereunder and in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided e-voting facility to its Members holding shares as on the cut-off date July 26, 2019 to cast their votes electronically on all the resolutions mentioned in the Notice of AGM dated June 14, 2019.

The e-voting commenced at 9.00 a.m. on July 29, 2019 and concluded at 5.00 p.m. on July 31, 2019.

For the Members who attended the AGM either in person or through proxy and who had not casted their votes through e-voting, the Company provided the voting facility at the AGM on all resolutions contained in the Notice of the AGM.

Mr. C. Dwarakanath, Company Secretary in Practice acted as a Scrutinizer for the entire voting process.

Based on the Scrutinizer's Report dated August 2, 2019 for e-voting and voting at the AGM (attached hereto), I declare the items and resolutions proposed in the Notice convening the AGM as passed with requisite majority and the details are as follows:

| Resolutions passed | % of votes in Favour | % of votes in Against |
|--|-----------------------------|------------------------------|
| 1. To receive, consider and adopt the Audited Statement of Profit and Loss for the financial year ended March 31, 2019, the Audited Balance Sheet as at that date, together with the Cash Flow Statement, the Report of the Board of Directors and Independent Auditors thereon. (Ordinary Resolution) | 100 | 0.00 |
| 2. To appoint a Director in place of Mr. Sumit Kumar (DIN: 07415525) who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and Article 58 of the Articles of Association and being eligible, offers himself for re-appointment. (Ordinary Resolution) | 99.85 | 0.15 |
| 3. To fix the remuneration of Statutory Auditors for the year 2019-2020. (Ordinary Resolution) | 100 | 0.00 |
| 4. Amendment to the GKFSPL Employees Stock Option Plan – 2011 (Special Resolution) | 97.08 | 2.92 |

| | | |
|---|-------|------|
| 5. Appointment of Mr. Boddupalli Ram Diwakar, CFO as Director - Finance (Special Resolution) | 99.85 | 0.15 |
| 6. Approval of revision in remuneration of Mr. Udaya Kumar Hebbar, Managing Director & Chief Executive Officer (MD &CEO) (Special Resolution) | 100 | 0.00 |

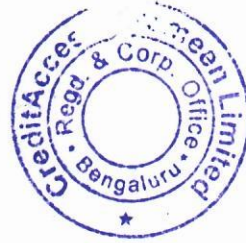
Thanking you,

Yours sincerely,

For CreditAccess Grameen Limited



Udaya Kumar Hebbar
Managing Director & CEO



Date: August 2, 2019
Place: Bengaluru

**Dwarakanath C**Company Secretary in Practice
B.Com., LL.B., FCS**COMBINED SCRUTINIZER'S REPORT ON REMOTE E-VOTING AND
ELECTRONIC VOTING AT THE ANNUAL GENERAL MEETING**

To,

The Chairman of the 28th Annual General Meeting of the Equity Shareholders of **CREDITACCESS GRAMEEN LIMITED** (the "**Company**") (formerly known as *Grameen Koota Financial Services Private Limited*) held on Thursday, August 1, 2019 at 10.30 A.M. (IST) at Pai Vista Convention Hall, II floor, GSB Bhavan, # 34, Patalamma Temple Road, Near South End Circle, Basavanagudi, Bengaluru - 560 004, Karnataka.

Dear Sir,

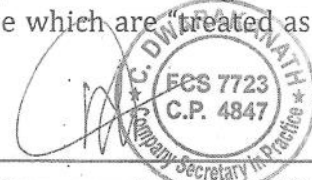
I, Dwarakanath C, Company Secretary in Practice, have been appointed as Scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the votes cast through remote e-voting conducted pursuant to Section 108 and 109 of the Companies Act, 2013 (the "**Act**") and Rule 20 and 21 of 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 28th Annual General Meeting of the equity shareholders the Company held on Thursday, August 1, 2019 at 10.30 A.M. (IST) at Pai Vista Convention Hall, II floor, GSB Bhavan, # 34, Patalamma Temple Road, Near South End Circle, Basavanagudi, Bengaluru - 560 004, Karnataka (the "**AGM**").

The notice dated June 14, 2019 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. 26th July 2019 were entitled to vote on the resolutions as contained in the notice of the AGM.

The Company has engaged the services of the Karvy Fintech Private Limited (the "**karvy**") for providing the e-voting facility. The voting period for remote e-voting commenced on Monday, July 29, 2019 at 9.00 A.M. IST and ended on Wednesday, July 31, 2019 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 1st August 2019 at 11:50 a.m. in the presence of two witnesses, viz., Mr. Ananta R Deshpande, currently residing at No.22B, 5th Cross, Arunachalam Layout, Papareddy Palya, Nagarabhavi 2nd Stage, Bengaluru - 560072 and Ms. Kavya Sree, currently residing at 1st Avenue, Teacher's colony, HSR layout, Sector -5, Bengaluru - 560 034, 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, 2019, the Audited Balance Sheet as at that date, together with the Cash Flow Statement, the Report of the Board of Directors and Independent Auditors thereon.

(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 | 77 | 128558202 | 99.59 |
| e-Voting at the meeting | 72 | 534138 | 0.41 |
| Total | 149 | 129092340 | 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 |
|-------------------------|--|--|---------------------------------------|
| Remote e- voting | 00 | 00 | 00 |
| e-Voting at the meeting | 03 | 14 | 00 |
| Total | 03 | 14 | 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) |
|-------------------------|--|---|
| Remote e- voting | 00 | 00 |
| e-Voting at the meeting | 00 | 00 |
| Total | 00 | 00 |



Resolution No. 2 – To appoint a Director in place of Mr. Sumit Kumar (DIN: 07415525) who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and Article 58 of the Articles of Association and being eligible, offers himself for re-appointment - 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 | 75 | 128367159 | 99.44 |
| e-Voting at the meeting | 72 | 534138 | 0.41 |
| Total | 147 | 128901297 | 99.85 |

(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 | 03 | 191043 | 0.15 |
| e-Voting at the meeting | 03 | 14 | 0.00 |
| Total | 06 | 191057 | 0.15 |

(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 |
| Total | 00 | 00 |



Resolution No. 3 - To fix the remuneration of Statutory Auditors for the financial year 2019-20 -Ordinary Resolution

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

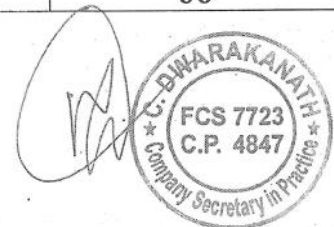
| | Total Number of members present and exercised their votes (in person or proxy) | Total Number of votes cast by them (no. of shares) | % of total number of valid votes cast |
|-------------------------|--|--|---------------------------------------|
| Remote e- voting | 76 | 128558159 | 99.59 |
| e-Voting at the meeting | 72 | 534138 | 0.41 |
| Total | 148 | 129092297 | 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 |
|-------------------------|---|---|---------------------------------------|
| Remote e- voting | 02 | 43 | 00 |
| e-Voting at the meeting | 03 | 14 | 00 |
| Total | 05 | 57 | 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) |
|-------------------------|--|---|
| Remote e- voting | 00 | 00 |
| e-Voting at the meeting | 00 | 00 |
| Total | 00 | 00 |



**Resolution No.4 – Amendment to the GKFSPL Employees Stock Option Plan 2011-
 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 | 68 | 124786242 | 96.66 |
| e-Voting at the meeting | 72 | 534138 | 0.42 |
| Total | 140 | 125320380 | 97.08 |

(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 | 09 | 3771960 | 2.92 |
| e-Voting at the meeting | 03 | 14 | 0.00 |
| Total | 12 | 3771974 | 2.92 |

(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 |
| Total | 00 | 00 |



Resolution No.5 – Approval of Mr. Boddupalli Ram Diwakar, CFO as Director - Finance – Special Resolution

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

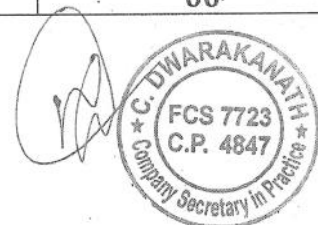
| | Total Number of members present and exercised their votes (in person or proxy) | Total Number of votes cast by them (no. of shares) | % of total number of valid votes cast |
|-------------------------|--|--|---------------------------------------|
| Remote e- voting | 75 | 128367189 | 99.44 |
| e-Voting at the meeting | 72 | 534138 | 0.41 |
| Total | 147 | 128901327 | 99.85 |

(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 | 02 | 191013 | 0.15 |
| e-Voting at the meeting | 03 | 14 | 0.00 |
| Total | 05 | 191027 | 0.15 |

(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 |
| Total | 00 | 00 |



Resolution No.6 - Approval of revision in remuneration of Mr. Udaya Kumar Hebbar, 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 | 73 | 128558019 | 99.59 |
| e-Voting at the meeting | 72 | 534138 | 0.41 |
| Total | 145 | 129092157 | 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 |
|-------------------------|--|--|---------------------------------------|
| Remote e- voting | 02 | 43 | 00 |
| e-Voting at the meeting | 03 | 14 | 00 |
| Total | 05 | 57 | 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) |
|-------------------------|--|---|
| Remote e- voting | 00 | 00 |
| e-Voting at the meeting | 00 | 00 |
| Total | 00 | 00 |



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,



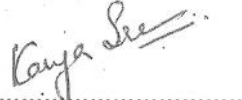
Dwarakanath C
Company Secretary in Practice
(FCS: 7723 C.P. No: 4847)

Date: 2nd August 2019


Witness:



.....
Ananta R Deshpande



.....
Kavya Sree



Syam Kumar R
Company Secretary
FCS Membership No: 6086

Date: 2nd August 2019

