



CREDITACCESS GRAMEEN LIMITED

Regd. Office: No. 49, 46th Cross, Next to Rajalakshmi Kalyana Mantapa,
8th Block Jayanagar, Bengaluru – 560070 (Karnataka)

CIN: L51216KA1991PLC053425

Website: www.creditaccessgrameen.in Email: cs@cagrameen.in

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the 32nd Annual General Meeting (AGM) of the Members of CreditAccess Grameen Limited will be held on **Friday, August 25, 2023, at 3:00 P.M. (IST)** through Videoconferencing / Other Audio-Visual means ('VC/OAVM'), to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1: Adoption of Annual Financial Statements:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

***"RESOLVED THAT** the Statement of Profit and Loss, Statement of Cash Flow for the financial year ended March 31, 2023 and the Balance Sheet as at that date together with the Notes to Accounts, Schedules, including the consolidated financial statements for the said period together with the reports of Board of Directors' and Auditors' thereon, be and are hereby considered, approved and adopted."*

Item No. 2: Appointment of Mr. Massimo Vita (DIN: 07863194) as a Director, who is liable to retire by rotation:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

***"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the Rules made thereunder and the Articles of Association of the Company, Mr. Massimo Vita (DIN: 07863194) who retires by rotation, and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director, liable to retire by rotation."*

Item No. 3: Appointment of M/s. Varma & Varma, as one of the Joint Statutory Auditors of the Company:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

***"RESOLVED THAT** in accordance with the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made thereunder, from time to time, the Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of*

Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) dated April 27, 2021, issued by the RBI, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), the consent of Members be and is hereby accorded for the appointment of M/s. Varma & Varma, Chartered Accountants, (FRN: 004532S) as one of the Joint Statutory Auditors of the Company for a period of 3 (three) years, from the conclusion of this Annual General Meeting till the conclusion of the 35th Annual General Meeting of the Members of the Company, to be held in the year 2026, upon such terms and conditions including remuneration, as may be fixed by the Board of Directors of the Company, from time to time in this behalf, in consultation with the said Joint Statutory Auditors.

RESOLVED FURTHER THAT *the Board (the term 'Board' shall deem to include any Committee thereof, if so authorized by the Board, from time to time) be and is hereby authorized for and on behalf of the Company to do or cause to do such acts, deeds, things as may be considered necessary in connection with or incidental to giving effect to the above resolution."*

SPECIAL BUSINESS:

Item No. 4: Increase in Payment of Commission to Independent Directors:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

RESOLVED THAT *pursuant to Sections 149(9), 197, 198, read with Schedule V and other applicable provisions of the Companies Act, 2013 (the 'Act'), the Rules made thereunder, SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company, and based on the recommendation of the Board of Directors, the consent of Members of the Company be and is hereby accorded for payment of commission to the Independent Directors for the year 2022-23 and onwards, in accordance with the criteria, as may be decided by the Board of Directors from time to time, in the range of ₹25 lakh to ₹50 Lakh, per Director/per year, which shall not exceed 15% of previous year's commission paid to an Independent Director and, subject to the overall commission payable in a financial year which shall not exceed 0.50% (Point Five Percent) of net profits of the Company for the previous financial year, on the basis of audited consolidated financial statements.*

RESOLVED FURTHER THAT *in the event of loss or inadequacy of profits in any financial year commencing from the year 2023-24, the Independent Directors shall be paid remuneration by way of Commission as set out above, subject to such restrictions, if any, as may be set out in the applicable provisions of the Act, SEBI and RBI Regulations, as amended from time to time.*

RESOLVED FURTHER THAT *the Board (the term 'Board' shall deem to include any Committee thereof, if so authorized by the Board, from time to time) be and is hereby authorized for and on behalf of the Company to do or cause to do such acts, deeds, things as may be considered necessary in connection with or incidental to giving effect to the above resolution."*

Item No. 5: Increase of existing Borrowing Limits of the Company:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, from time to time (including any statutory modifications or amendment(s) or re-enactments thereof, for the time being in force), and the Articles of Association of the Company and in supersession of the earlier resolution dated July 30, 2021, the consent of Members of the Company be and is hereby accorded to the Board (the term ‘Board’ shall be deemed to include any Committee thereof, if so authorized by the Board, from time to time) to borrow, from time to time, such sum or sums as deemed appropriate in one or more tranches, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or any body corporate/entity/entities and/or authority/authorities, any other short term loans and/or through credit from official agencies and/or by way of commercial borrowings from the private sector window of multilateral financial institution, either in Indian Rupees or in such other foreign currencies as may be permitted by law from time to time, with or without security, notwithstanding that the monies already borrowed and the monies to be borrowed (apart from temporary loans obtained from company’s bankers in the ordinary course of business) will exceed the total of paid-up capital, free reserves of the Company, not set apart for any specific purposes, and securities premium account, provided that the total amount up to which monies may be borrowed by the Board of Directors shall not exceed ₹30,000 Crores (Rupees Thirty Thousand Crores Only) outstanding at any point of time.

RESOLVED FURTHER THAT the Board (the term ‘Board’ shall deem to include any Committee thereof, if so authorized by the Board, from time to time) be and is hereby authorized for and on behalf of the Company to do or cause to do such acts, deeds, things as may be considered necessary in connection with or incidental to giving effect to the above resolution.”

RESOLVED FURTHER THAT the above resolution does not authorize directly or indirectly the issuance of any security convertible into or exercisable for any equity shares as well as the issuance of any debt security or any borrowing to be deployed outside the normal course of business.”

Item No. 6: Continuation of Directorship of Mr. George Joseph (DIN: 00253754), Chairman of Board and Lead Independent Director, beyond his 75 years of age:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the

Companies Act, 2013, the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of Nomination & Remuneration Committee and Board of Directors, the consent of Members of the Company be and is hereby accorded for continuation of directorship of Mr. George Joseph (DIN:00253754) as an Independent Director for the remaining period of his present term ending on September 08, 2025, on the same existing terms and conditions, notwithstanding that Mr. George Joseph would have attained 75 years of age as on April 26, 2024.

RESOLVED FURTHER THAT *the Board (the term 'Board' shall deem to include any Committee thereof, if so authorized by the Board, from time to time) be and are hereby authorized for and on behalf of the Company to do or cause to do such acts, deeds, things as may be considered necessary in connection with or incidental to giving effect to the above resolution."*

Item No. 7: Re-designation of Mr. Udaya Kumar Hebbar (DIN: 07235226) as Managing Director of the Company:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT *pursuant to the provisions of Sections 196, 197 and other applicable provisions of the Companies Act, 2013, the Rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) or re-enactment thereof for the time being in force), and in supersession of the resolution dated April 24, 2023, passed by the Members by way of Postal Ballot, Mr. Udaya Kumar Hebbar (DIN: 07235226), Managing Director & CEO be and is hereby re-designated as Managing Director of the Company for the remaining period of his term i.e., from August 1, 2023, till June 25, 2025, on the existing terms and conditions.*

RESOLVED FURTHER THAT *the Board (the term 'Board' shall deem to include any Committee thereof, if so authorized by the Board, from time to time) be and are hereby authorized for and on behalf of the Company to do or cause to do such acts, deeds, things as may be considered necessary in connection with or incidental to giving effect to the above resolution."*

Item No. 8: Appointment of Mr. Ganesh Narayanan as Chief Executive Officer of the Company:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT *pursuant to the applicable provisions of the Companies Act, 2013, the Rules made thereunder, the applicable Regulations of the Securities and Exchange Board of India (Listing*

Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company, the consent of Members of the Company be and is hereby accorded for appointment of Mr. Ganesh Narayanan, as Chief Executive Officer of the Company for a period of 5 (Five) years, with effect from August 1, 2023, up to July 31, 2028 on such terms and conditions as decided by the Nomination & Remuneration Committee and Board of Directors of the Company.

RESOLVED FURTHER THAT *the Board (the term 'Board' shall deem to include any Committee thereof, if so authorized by the Board, from time to time) be and is hereby authorized for and on behalf of the Company to do or cause to do such acts, deeds, things as may be considered necessary in connection with or incidental to giving effect to the above resolution."*

Item No. 9: To approve amendments to CAGL Employees Stock Option Plan-2011:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT *pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof), Regulation 6(3)(a) , Regulation 7(1) of Securities and Exchange Board of India (Share Based Employee Benefit and Sweat Equity) Regulations, 2021 ("SEBI (SBEB & SE) Regulations"), the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines / Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s), and / or sanction(s) as may be necessary from the appropriate regulatory authority(ies) / institution(s) and such conditions and modifications as may be prescribed / imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approval(s), consent(s), permission(s) and / or sanction(s), considering the maximum benefits for the employees under the Plan and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board of Directors" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution) to amend the CAGL Employees Stock Option Plan – 2011 ("Plan") adopted by the Company, as described in the Explanatory Statement of this resolution.*

RESOLVED FURTHER THAT *it is hereby noted that the terms of amendments are not prejudicial to the interests of the employees and the other terms and conditions of the Plan shall continue to remain the same and it will not affect any earlier options granted under the Plan.*

RESOLVED FURTHER THAT *the Nomination & Remuneration Committee be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Plan subject to compliance*

with the applicable laws, rules and regulations, as may be prevailing at that time and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT *the Board (the term 'Board' shall deem to include any Committee thereof, if so authorized by the Board, from time to time) be and are hereby authorized for and on behalf of the Company to do or cause to do such acts, deeds, things as may be considered necessary in connection with or incidental to giving effect to the above resolution."*

Item No. 10: To approve alteration of Articles of Association

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT *pursuant to Section 14 of Companies Act, 2013 and Regulation 23(6) of Securities Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021 and other applicable provisions, if any, the consent of the Members be and is hereby accorded to alter Clause 46 of the Articles of Association of the Company as under:*

"46. DEBENTURE DIRECTORS

"If it is provided by a trust deed, securing or otherwise, in connection with any issue of Debentures of the Company, that any Person(s)/lender(s)/Debenture Trustee(s) shall have power to nominate a Director of the Company, then in the case of any and every such issue of Debentures, the Person(s)/lender(s)/Debenture Trustee(s) having such power may exercise such power from time to time. The Board of Directors has the power to appoint such person nominated by the Person(s)/Lender(s)/Debenture Trustee(s) as a Director. Any Director so appointed is herein referred to as Debenture Director. A Debenture Director may be removed from office at any time by the Person(s)/lender(s)/Debenture Trustee(s) in whom for the time being is vested the power under which he was appointed and another Director may be appointed in his place. A Debenture Director shall not be bound to hold any qualification shares and shall not be liable to retire by rotation or be removed by the Company. The trust deed may contain ancillary provisions as may be arranged between the Company and the trustees and all such provisions shall have effect notwithstanding any other provisions contained herein.

Provided that the powers vested in Debenture Trustee to nominate a Director of the Company as contained in clause 46 shall not apply in the event that the Debenture Trustee fails to prove beyond doubt that the Company has defaulted in terms of clause (e) of sub regulation (1) of Regulation 15 of the Securities Exchange Board of India (Debenture Trustees) Regulations, 1993 for its listed debt securities, as amended from time to time."

RESOLVED FURTHER THAT the Board (the term 'Board' shall deem to include any Committee thereof, if so authorized by the Board, from time to time) be and is hereby authorized for and on behalf of the Company to do or cause to do such acts, deeds, things as may be considered necessary in connection with or incidental to giving effect to the above resolution."

**No.49, 46th Cross, 8th Block,
Jayanagar Bengaluru – 560070.**

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

**Place: Bengaluru
Date: July 21, 2023**

**Sd/-
M. J. Mahadev Prakash
Company Secretary & Chief Compliance Officer
Membership No: A16350**

NOTES:

1. A statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the special businesses as set out above is annexed hereto.
2. Pursuant to the General Circular numbers, 14/2020, 17/2020, 20/2020, 22/2020, 33/2020, 39/2020, 10/2021, 02/2022 & 10/2022 and all other relevant Circulars issued by the Ministry of Corporate Affairs (MCA) from time to time and Circulars issued by the Securities and Exchange Board of India (SEBI) from time to time, permitting companies to hold AGM through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") (hereinafter collectively referred to as "the Circulars") without the physical presence of the Members at a common venue, the AGM of the Company is being held through VC/OAVM. In accordance with the said Circulars, hard copies of the AGM Notice and Annual Report are not being circulated to the Members.
3. Since the AGM is being held in accordance with the Circulars through VC, the facility for appointment of proxies by the members will not be available and the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company situated at No. 49, 46th Cross, 8th Block, Jayanagar, Bengaluru - 560070, Karnataka, India, which shall be the deemed venue of the AGM.
4. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013 ("the Act").
5. Members of the Company under the category of 'Institutional Investors' are encouraged to attend and vote at the AGM through VC/OAVM. Corporate members intending to authorize their representatives to participate and vote at the AGM are requested to send a certified copy of the Board resolution / authorization letter to the Company or upload on the VC portal / e-voting portal.
6. All documents referred to in the Notice will be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. August 25, 2023. Further, the Register of Directors and Key Managerial Personnel maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and the Certificate from the Secretarial Auditors of the Company as required under Regulation 13 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 on compliance with the same, will also be available for electronic inspection without any fee by the members during the aforesaid period. Members seeking to inspect such documents can send an email to cs@cagrameen.in
7. Members whose shareholding is in electronic mode are requested to direct notifications about change of address, mobile number and email IDs to their respective Depository Participants(s)

(DPs) and also to quote Folio Number/Client ID/DP ID, in all their correspondence with the Company/DP.

8. Members seeking any information with regard to the accounts are requested to write to the Company at an early date, so as to enable the management to keep the information ready at the meeting.
9. In compliance with Section 108 of the Act, read with the corresponding Rules, Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), and in terms of SEBI Circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 and other relevant Circulars as may be issued in this regard from time to time, the Company is providing a facility to its members to exercise their votes electronically through the electronic voting (“e-voting”) facility provided by KFin Technologies Limited (“KFin”), the Registrar & Share Transfer Agents (“RTA”) of the Company.
10. The Board of Directors has appointed Mr. Rajiv Balakrishnan, (DIN:01945724), Director – Beyond Compliance Corporate Services Private Limited, having his office at No. 530/B, Sri Sai Nilaya, 18th Main Road, Sector 3, HSR Layout, Bangalore - 560102, as the Scrutinizer to scrutinize the remote e-voting as well as the e-voting process at the AGM, in a fair and transparent manner.
11. Members holding shares as on cut-off date, i.e., **Friday, August 18, 2023**, may cast their votes electronically. A member will not be allowed to vote again on any resolution on which his vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.
12. Once the vote on a Resolution is cast by the shareholder either through remote e-voting or at the AGM, he/she shall not be allowed to change it subsequently.
13. The facility for e-voting at the AGM will also be made available. Members present at the AGM through VC/OAVM and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM. 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.
14. The results of the remote e-voting and voting at the AGM shall be declared within 2 (two) working days of conclusion of the AGM which will be published on the website of the Company and also intimated to the Stock Exchanges.

15. In compliance with the Circulars, the Annual Report for FY 2022-23, the Notice of 32nd AGM, and the instructions for remote e-voting along with relevant information are being sent only through electronic mode to those members whose email address is registered with the Company / DPs.
16. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered/updated their email addresses are requested to register/update their email addresses as per the instructions provided by your respective DPs or the RTA. Further, Members holding shares in Physical mode are requested to update their email address and contact details with KFin Technologies Limited, Registrar and Share Transfer Agent of the Company by sending request to inward.ris@kfintech.com.
17. Members may also note that the Notice of the 32nd AGM and the Annual Report for FY 2022-23 will also be available on the Company's website at www.creditaccessgrameen.in 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 at www.Kfintech.com
18. Members who have acquired shares after the dispatch of this Notice and before the cut-off date may approach the Company/ RTA for issuance of User ID and Password for exercising their votes by electronic means.
19. In case of joint shareholders, only such joint holder whose name is appearing first in the Register of Members will be entitled to vote at the AGM.
20. Since the AGM is being held through VC/OAVM in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
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 DPs. Members holding shares in physical form are required to submit their PAN details to the RTA.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 36 of SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item No. 3: Appointment of M/s. Varma & Varma as one of the Joint Statutory Auditors of the Company

Pursuant to the Guidelines for Appointment of Statutory Auditors dated April 27, 2021, issued by the Reserve Bank of India ('RBI Guidelines'), M/s Deloitte Haskins & Sells would be completing their tenure of three years as one of the Joint Statutory Auditors, by the conclusion of ensuing Annual General Meeting ("AGM").

Further as per the RBI Guidelines, given that the Company's asset size is more than the stipulated threshold of ₹15,000 crores as on March 31, 2022, the Company is required to appoint a minimum of two Joint Statutory Auditors.

In view of the above, as recommended by the Audit Committee in its meeting held on February 07, 2023, the Board of Directors at their meeting held on February 07, 2023 had, in accordance with the RBI Guidelines and provisions of Section 139 read with Section 141 of the Companies Act, 2013 (the "Act") and such other applicable provisions, if any, appointed M/s. Varma & Varma, Chartered Accountants, (Firm Reg. No. 004532S) as one of the Joint Statutory Auditors of the Company for a period of three years i.e. from the conclusion of ensuing AGM until the conclusion of 35th AGM of the Company to be held in the year 2026, subject to the approval of shareholders and the firm satisfying the eligibility norms each year. Accordingly, approval of the shareholders of the Company is sought for appointment of M/s Varma & Varma, Chartered Accountants as one of the Joint Statutory Auditors of the Company for the aforesaid period. During the said tenure, the Board, including relevant Committees thereof, is empowered to alter and vary the terms and conditions of appointment including the necessity arising out of conditions stipulated by RBI and/or any other authority.

Accordingly, M/s. Varma & Varma (Firm Reg. No. 004532S) will act as Joint Statutory Auditors of the Company along with M/s PKF Sridhar & Santhanam LLP, Chartered Accountants (Firm Registration No.003990S/S200018) who were already appointed as one of the Joint Statutory Auditors of the Company on March 17, 2022 through postal ballot, for the remainder term of the latter and thereafter with such new Joint Statutory Auditor(s) who will be appointed by the Company subject to approval of the Members of the Company, for the appointed term.

Further, M/s. Varma & Varma have confirmed that they are not disqualified to continue as statutory auditors in terms of the provisions of the section 141 of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014 and the RBI Guidelines.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolutions, except to the extent of their shareholding, if any, in the Company. The Board recommends the resolution set forth at Item No. 3 of the Notice for approval of the members.

Additional information as required under Regulation 36 of SEBI Regulations forms a part of this statement.

Item No. 4: Payment of Commission to the Independent Directors:

The Independent Directors of the Company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas such as Banking and financial services, corporate strategy, technology and information systems. This has substantially contributed to the growth of your Company and guided the Management team for several years.

The Company has been witnessing a high growth trajectory, coupled with the acquisition of Madura Micro Finance Limited, many regulatory changes such as responsible pricing, higher non-microfinance business potential and, higher focus on customer protection through Fixed Obligation to Income Ratio (FOIR) based restrictions, etc., resulting in increased level of scrutiny & expectations by the regulators, due to which the overall responsibility & involvement of independent directors has gone up significantly. Further, the Company falls under the Middle layer category of NBFCs with higher compliance requirement. To give effect to the ever-increasing strategic plans of the Company, the time and efforts put in by the Independent Directors is invaluable. Therefore, in order to compensate for the higher fiduciary responsibilities in maintaining high governance standards of the Company as well as for the need to devote additional time on overall governance matters, protecting the interest of the minority shareholders as well the interest of all other Stakeholders, it is proposed to revise the existing commission structure of Independent Directors.

Previously, the Shareholders at their meeting held on July 25, 2022, had approved the payment of commission in the range of ₹15 Lakh to ₹25 Lakh per annum. For the reasons stated above, the Board of Directors in its Meeting held on July 21, 2023, has recommended increasing the limits of Commission payable from ₹25 Lakh to ₹50 Lakh, per Director/per year from FY2022-23 onwards, which shall not exceed 15% of previous year's commission paid to the respective Independent Director and, overall commission payable in a financial year shall not exceed 0.50% (Point Five Percent) of Net Profits of the Company for the previous financial year, based on audited consolidated financials. The aforementioned criteria shall hold good until the maximum threshold is met in any given year.

The increase in the Commission payable shall be linked to the profitability of the Company and prevalent practices in the industry in general, special assignments, if any, being delegated to Independent Directors and such other relevant criteria, as may be decided by the Board of Directors excluding the interested Directors, from time to time.

In the event of loss or inadequacy of profits in any financial year commencing from the year 2023-24, the Independent Directors shall be paid remuneration by way of Commission as set out above, subject to such restrictions, if any, as may be set out in the applicable provisions of the Companies Act, 2013, the Rules made thereunder and other applicable Regulations, if any, of SEBI or RBI, as amended from time to time.

None of the Directors/Key Managerial Personnel of the Company and their relatives except Independent Directors are concerned or interested, financially or otherwise in the resolutions, except to the extent of their shareholding, if any, in the Company. The Board recommends the resolution set forth at Item No. 4 of the Notice for approval of the members by way of Special Resolution.

Item No. 5: Increase in existing Borrowing Limits of the Company:

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013 (the "Act"), the Members, at the Annual General Meeting of the Company held on 30 July 2021, had granted their approval by way of a Special Resolution to the Board of Directors, to borrow from time to time, such amounts as deemed necessary for the purpose of business of the Company, not exceeding ₹20,000 Crore (Rupees Twenty Thousand Crores only) over and above the then paid-up share capital and free reserves of the Company (reserves not set apart for any specific purpose).

In terms of provisions of Section 180(1)(c) of the Act, the Board of Directors of the Company cannot, except with the consent of the Members in a general meeting, by means of a Special Resolution, borrow money(ies) where the money to be borrowed, together with the money already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), in excess of the aggregate of the paid-up share capital, free reserves and securities premium.

With the increase in operations of the Company and the projections for the coming years, the Board may have to resort to multiple financing alternatives, the amount of which is expected to exceed the existing borrowing limits. Therefore, the Board of Directors in its Meeting held on July 21, 2023 had approved the proposal to increase the borrowing limits to ₹30,000 Crore (Rupees Thirty Thousand Crores Only) subject to the approval of the shareholders.

Further, the shareholders in its Meeting held on November 21, 2018, in terms of Section 180(1)(a) of the Companies Act, 2013, had accorded its approval to the Board of Directors to create charge on the assets or whole of the undertaking of the Company to or in favor of Banks, Financial Institutions, any other lenders or debenture trustees to secure the amount borrowed by the Company from time to time. Hence, shareholders' approval is sought only for increasing the existing borrowing limits of the Company as per Section 180(1)(c) of the Act.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution, except to the extent of their shareholding, if any, in the Company. The Board of Directors recommends the resolution as set out at Item No. 5 for approval of the members by way of a Special Resolution.

Item No. 6: Continuation of Directorship of Mr. George Joseph (DIN: 00253754), Chairman and Independent Director beyond his 75 years of age:

Mr. George Joseph (DIN:00253754) was re-appointed as an Independent Director 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.

Mr. George, aged 74 years, would be attaining the age of 75 years on April 26, 2024 and hence continuation of his Directorship requires prior approval of the Members by way of a Special Resolution, pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Considering the vast experience, knowledge, performance evaluation and the possession of relevant expertise by Mr. George Joseph, the Nomination and Remuneration Committee and the Board of Directors in their respective Meetings held on July 20, 2023 and July 21, 2023, have approved continuation of directorship of Mr. George Joseph. Accordingly, the Company seeks the prior approval of the Members by way of a Special Resolution for the same.

Mr. George Joseph fulfills all the conditions specified under the Companies Act, 2013, the Rules made thereunder and the Listing Regulations for continuation as an Independent Director and is independent of the management. His brief profile as required under Secretarial Standards on General Meetings and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms part of this Notice.

Except Mr. George Joseph, none of the Directors or Key Managerial Personnel including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to their Shareholding interest, if any, in the Company. The Board of Directors recommends the resolution as set out at Item No. 6 for approval of the members by way of a Special Resolution.

Item No. 7: Re-designation of Mr. Udaya Kumar Hebbar (DIN: 07235226) as Managing Director of the Company:

In the Annual General Meeting of the Company held on August 11, 2020, Mr. Udaya Kumar Hebbar (DIN: 07235226) was re-appointed as Managing Director & Chief Executive Officer of the Company for a period of 3 (Three) years i.e. from June 26, 2020 to June 25, 2023, with an option to extend by a further period of 2 (two) years, subject to mutual agreement between the Company and Mr. Udaya

Kumar. Subsequently, the shareholders had approved extension of his appointment for a further period of two years on April 25, 2023 by way of Postal Ballot.

In view of increased responsibilities on the Managing Director and to achieve overarching objective of effective succession planning to lead the organisation in future, the Board of Directors in its Meeting held on July 21, 2023, and based on the recommendations of Nomination and Remuneration Committee in its Meeting held on July 20, 2023, has approved re-designating Mr. Udaya Kumar Hebbar as Managing Director with effect from August 1, 2023, for the remaining period of his tenure i.e., until June 25, 2025, on the existing terms and conditions, the details of which are provided below.

Terms & conditions:

Period : Till June 25, 2025

Remuneration: ₹330 Lakhs p.a. (Three Hundred & Thirty lakhs only), excluding variable compensation in the form of Annual Performance Bonus, which shall not exceed 35% (Thirty Five Percent) of annual Cost-To-Company (CTC), and ESOP Allotments with vesting gains (equal vesting of 25% each in 4 years), which shall not exceed 125% (One Hundred & Twenty Five Percent) of annual CTC, as per applicable ESOP Policy, and total compensation payable shall be subject to the overall limits as specified under Section 197, read with Schedule V of the Companies Act, 2013 and the Rules made thereunder, for FY23-24.

Confidentiality : Mr. Udaya Kumar Hebbar shall be bound by the Confidentiality clauses under the Agreement to be entered with him for the period of Employment.

Consequences of termination:

Severance Package: a. The Company would be liable to pay, within thirty (30) days following the termination of the Employment Agreement with MD, in cases other than extension of his period of employment or termination due to material failure by the Company to comply with the Employment Agreement, the aggregate of the amounts described in (i) and (ii) below: i. an amount equal to 9 (nine) months of his most recent salary. ii. Any other lawful amounts due to him.

Termination by the Company for 'Cause', at any time: i. If his employment is terminated by the Company for a Cause, the appointment Agreement shall terminate without any further obligations to him, other than any Salary and Bonus that may have already accrued to him and stock options that have already vested on the date of termination. The Severance Package as in a) above will not apply.

Termination upon 'death' or 'disability', at any time: i. If MD's employment is terminated by reason of his disability (such disability diagnosed by a registered medical practitioner of good standing), the Agreement shall stand terminated without further obligations to MD, other than for Severance

Package; ii. If MD's employment is terminated by reason of his death, the Agreement shall terminate without further obligations to his legal representatives, other than for Severance Package.

Termination by MD for 'Good Reasons': i. If the employment is terminated by MD at any time for Good Reasons, then the Agreement shall terminate without further obligations to him, other than for Severance Package.

Such other terms and conditions as may be prescribed by the Board of Directors of the Company.

Except Mr. Udaya Kumar Hebbar, none of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in the proposed Resolution except to their Shareholding interest, if any, in the Company. The Board of Directors recommend the resolution as set out at Item No. 7 for approval of the members by way of an Ordinary Resolution.

Additional information as required under Regulation 36 of SEBI Regulations forms a part of this Notice.

Item No. 8: Appointment of Mr. Ganesh Narayanan, as Chief Executive Officer of the Company:

Mr. Ganesh Narayanan joined the Company as the Chief Business Officer in Jan 2020 and comes with strong experience across BFSI, covering Rural banking, Agri financing, Microfinance, SME, Financial institutions etc., with an overall work experience of 25 years. Before joining the Company, Mr. Ganesh Narayanan was the Group President & Co-Head, Indian Financial Institutions Group at Yes Bank Ltd. He has managed many domestic financial institution relationships under this role covering PSU Banks, Pvt Sector Banks, Co-op Banks, Capital Market Clients like stockbrokers and mutual fund houses, NBFCs, Fintech Players, domestic PE relationships etc., His previous assignment included a strategic role in the launch of Rural business for Fullerton India (now SMFG India Credit). He was involved in the design and implementation of the rural business including Microfinance, Individual loans, Gold Loans & Mortgage loans. He last worked with them as Vice President, Rural Business at their HO during the design phase and as Business Head for South, responsible for rolling out branches across Tamil Nadu & Karnataka. Before Fullerton, Ganesh Narayanan served as AGM & BH for south for the microfinance business at ICICI Bank Ltd. He was one of the youngest AGMs in the Bank at the age of 31.

The Nomination and Remuneration Committee and the Board of Directors, on June 25, 2021, re-designated Mr. Ganesh Narayanan as the Deputy CEO & Chief Business Officer. Since then, he has shouldered increased responsibilities and played a vital role in executing our company's strategic and long-term vision. In addition, he has successfully carried out his duties as the Chief Business Officer and displayed excellent skills in supporting the Managing Director and CEO on various strategic matters.

Mr. Ganesh Narayanan has been able to work closely with the top management of the Company since the early stages of his association and started leading various functions of the Company. He has effectively contributed in significant decision-making and projects pertaining to functions directly reporting to MD & CEO too. He led the integration efforts of Madura Micro Finance Limited, erstwhile Subsidiary of the Company and successfully completed the same. He led the HR function in the absence of HR Head and brought in significant changes in our policies and practices resulting in better employee connect with the HR team and loyalty to the company. He also brought in significant changes to Administration, Centralized operations and Operational excellence teams aligning them meaningfully to organizational objectives.

Mr. Ganesh Narayanan also leads the Retail Finance initiatives of the Company and has successfully launched various loan offerings during FY23. He is also a Director on the Board of CreditAccess India Foundation, the Company's Subsidiary and played a vital role in operationalizing the foundation in line with the expectations of the Company. He has travelled extensively across India and understood the nitty-gritties and nuances of the microfinance business given his hands on experience in the business from different institutions. He co-led the recent social loan mobilization of USD 200 MN meeting banks across various countries resulting in successful completion of the Issue and generating more demand than was anticipated.

With the demonstrated expertise and understanding of our company's operations and strategic direction, Mr. Ganesh Narayanan is well-equipped to lead our organization into the future and drive its continued growth and success and has consistently proven his mettle and dedication to our company as explained above.

In line with our overarching objective of effective succession planning to lead the organisation in future, the Nomination and Remuneration Committee and the Board of Directors in their respective Meetings held on July 20, 2023 and July 21, 2023, have approved elevating Mr. Ganesh Narayanan as Chief Executive Officer of the Company for a period of five years with effect from August 1, 2023, subject to the approval of shareholders, on the terms & conditions furnished below.

Terms & Conditions:

Period : From August 1, 2023 to July 31, 2028

Compensation & Benefits : The annual remuneration and all other forms of compensation payable to Mr. Ganesh Narayanan will be approved by the Board, on the recommendations of NRC every year. The said details for FY 23-24 is as under:

- a. **Fixed Salary :** ₹225 lakhs p.a. (Two Hundred and Twenty Five lakhs only)
- b. **Annual Bonus :** Maximum of 35% of CTC linked to KPIs designed by NRC from time to time.
- c. **Long Term Incentive :** ESOPs with vesting gains up to 125% of Fixed Pay, calculated based on Black & Scholes method, at average one month market price prior to the issue date.

Confidentiality: Mr. Ganesh Narayanan shall be bound by the Confidentiality clauses under the Agreement proposed to be entered into with him for the period of Employment.

Consequences of termination:

Severance Package:

- a) The Company shall be liable to pay, within thirty (30) days following the termination of the Employment of Executive, in cases other than termination due to material failure by the executive to comply with the terms of his Employment, the aggregate of the amounts described in (i) and (ii) below:
 - an amount equal to 9 months (nine months) of his most recent salary;
 - Any other lawful amounts due to Executive.
- b) Termination by the Company for Cause, at any time:
 - If his employment is terminated by the Company for a Cause, the appointment Agreement shall terminate without any further obligations to the Executive, other than any Salary and Bonus that may have already accrued to the Executive and stock options that have already vested on the date of termination or subject to such terms and conditions as contained in the ESOP Scheme or as approved by the Board of Directors, in accordance with applicable laws. In such cases, the Severance Package as provided in (a) above shall not apply.
- c) Termination upon 'death' or 'disability', at any time:
 - If the Executive's employment is terminated by reason of his disability (such disability diagnosed by a registered medical practitioner of good standing), his employment shall stand terminated without further obligations to the Executive, other than for Severance Package as provided in (a) above;
 - If the Executive's employment is terminated by reason of his death, the Agreement shall terminate without further obligations to his legal representatives, other than for Severance Package as provided in (a) above;
- d) Termination by Executive for 'Good Reasons':
 - If the employment is terminated by the Executive at any time for Good Reasons, then the employment shall terminate without further obligations to him, other than for Severance Package as provided in (a) above.

Such other terms and conditions as may be prescribed by the Board of Directors of the Company.

Though the Company is not statutorily required, as a good governance practice and prudent measure, approval of shareholders is sought for the above proposal.

Except Mr. Ganesh Narayanan, none of the Directors or other Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in this resolution except to their Shareholding interest, if any, in the Company. The Board of Directors recommend the resolution as set out at Item No. 7 for approval of the members by way of an Ordinary Resolution.

Item No. 9: To approve amendments to CAGL Employees Stock Option Plan – 2011

Equity-based remuneration includes alignment of the personal goals of the Employees with Organisational objectives by participating in the ownership of the Company. The Board of Directors of your Company understands the need to enhance employee engagement, reward the employees for their association and performance as well as to motivate them to contribute to the growth and profitability of the Company.

To reward and retain the employees and to create a sense of ownership and participation amongst them, the Company had formulated CAGL Employees Stock Option Plan – 2011 (“Plan”) to or for the benefit of such Employees as defined in the Plan.

Previously, the shareholders at their Meeting held on August 11, 2020, the Company obtained shareholders’ approval for reinstatement of the Plan under which the management had undertaken to the Stock Exchange to not make any further grants, ratification of the terms of the Plan in accordance with the requirements of the SBEB Regulations, increasing the ESOP pool for making further grants and amendment the method of determining the Exercise Price and the Exercise Period for the future grants.

The Nomination and Remuneration Committee and the Board of the Directors of the Company, in their respective meetings held on July 20, 2023 and July 21, 2023, respectively, had approved varying some of the terms and conditions of the Plan to benefit the employees in the event of superannuation / retirement i.e. approval was accorded for continuance of vesting as per the vesting schedule in case of cessation of employment due to superannuation of an employee, until and unless the vesting of the Options granted is accelerated to the last day of his/her employment on a case-to-case basis, subject to completion of at least 1 (One) year from the grant date, as per the discretion of the Nomination and Remuneration Committee.

Further, the terms of amendments are not prejudicial to the interests of the employees and the other terms and conditions of the Plan shall continue to remain the same and it will not affect any earlier options granted under the CAGL Employees Stock Option Plan – 2011.

Details of the said amendments and revised clauses are provided below:

Clause No.	Existing Provisions	Proposed amendment
13.1(k)	In the event of retirement of an Optionee at the instance of or with consent of the Company the Optionee will continue to hold all Vested Options and may Exercise them anytime within the Exercise Period.	In the event of the Superannuation / retirement of an Optionee at the instance of or with consent of the Company, the Optionee will continue to hold all Vested Options

	<p>All Unvested Options shall lapse as on the date of retirement.</p>	<p>and may Exercise them anytime within the Exercise Period.</p> <p>All Unvested Options as on the date of superannuation / retirement, shall continue to vest as per the vesting schedule, until and unless the vesting of the options granted is accelerated to the last day of his/her employment on a case-to-case basis, subject to the completion of at least 1 (One) year from the grant date, as per the discretion of the Nomination and Remuneration Committee.</p> <p>To further clarify, all unvested Options as on the date of superannuation / retirement of the Optionee which has not completed one year from the grant date, shall continue to be available for vesting in favour of the Optionee but only after completion of one year from the grant date, subject to the discretion of the Nomination & Remuneration Committee.</p>
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As required under the SBEB & SE Regulations, the Company confirms that all the employees will be beneficiaries of the aforesaid amendment to the CAGL Employees Stock Option Plan – 2011.

In terms of Section 62 of the Companies Act, 2013 and Regulation 7 of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the approval of the Shareholders is sought by way of Special Resolution for the approval of CAGL Employees Stock Option Plan – 2011 and other matters connected therewith.

The Board of Directors recommends the resolutions as set out in item no. 9 for approval of the members by way of Special Resolution.

None of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel are in anyway concerned or interested in the resolution

except to the extent of their shareholding in the Company or the Options which may be granted to them under the Scheme.

Additional disclosure as required under Regulation 6(2) of SBEB & SE Regulations read with Part C to Schedule I of the said Regulations:

i Brief description of the Plan:

The Plan is called as CAGL Employees Stock Option Plan - 2011 and extends its benefits to such persons who are in the permanent employment of the Company whether working in India or outside India; Directors of the Company, whether a Whole-time Director or not but not an Independent Director; whether working in India or outside India; and such other employees and persons as may be permitted under the applicable laws and as may be approved by the Board, from time to time, ("Eligible Employees").

ii Total number of stock Options granted / to be granted:

The maximum number of Options, to be granted under Plan shall not exceed 74,64,015 (Seventy-Four Lakh Sixty-Four Thousand Fifteen) Options i.e. the aggregate of original pool and the increased pool; convertible into equal number of Equity Shares of the Company of face value of Rs. 10/- each.

iii Identification of classes of employees entitled to participate in the Employee Stock Option Plan(s):

The Nomination & Remuneration Committee has the power to identify, select, determine and recommend Eligible Employees to whom Options may from time to time be granted hereunder.

Employees may include-

- a) any person, who is a permanent employee of the Company or its Subsidiaries and is on the rolls of the Company or its Subsidiaries or an Employee of its holding company, who has been working in India or outside India. An Employee shall not cease to be an Employee in the case of (i) any leave of absence approved by the Company or (ii) transfers between locations of the Company or between the Company and its Subsidiaries.
- b) A Director of the Company, or a Director of the Holding Company or Subsidiaries of the Company whether a whole-time Director or not but excluding an Independent Director;

Notwithstanding anything stated above a person shall not be treated as an Employee if;

- (i) an Employee who is a Promoter or a person belonging to the Promoter Group;
- (ii) a Director who either himself or through his Relative or anybody corporate, directly or indirectly, holds more than ten percent of the outstanding Shares of the Company.

iv Requirements of vesting and period of vesting:

Granted Options shall vest as follows:

- a. 25% of Options vest after 12 months of granting;
- b. 25% of Options vest after 24 months of granting;

- c. 25% of Options vest after 36 months of granting; and
- d. 25% of Options vest after 48 months of granting.

v Maximum period within which the Options shall be vested: 48 months

vi Exercise price or pricing formula:

The Company shall have the freedom to determine the exercise price subject to confirming to the requirements of the 'Guidance Note on Accounting for employee share-based Payments' (Guidance Note) or accounting standards prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time.

The Nomination and Remuneration Committee shall determine the Exercise Price on the basis of the daily average of the Market price during the month prior to the month in which grant of Options is made. Since the Company's shares are listed on more than one stock exchange, the price on the stock exchange having higher trading volume shall be considered as the market price.

vii Exercise period and the process of Exercise:

The Eligible Employee who were granted Options before August 11, 2020, shall Exercise his/her Option during the Exercise Period which shall be any time before the expiry of 48 months from the date on which his/her entitlement vests at the predetermined exercise price communicated in their grant letter.

The Eligible Employee who is granted Options on & after August 11, 2020, shall Exercise his/her Option during the Exercise Period which shall be any time before the expiry of 36 months from the date on which his/her entitlement vests at the predetermined exercise price communicated in their grant letter.

In case the employee resigns from employment of the company or whose employment is terminated by the company, then vested Options shall be exercised within 90 days from the date of relieving from employment.

In case of death of the Optionee, the exercise period shall be 2 years from the date of death.

In case of permanent disability of the Optionee, the exercise period shall be 2 years from the date of separation.

In case of retirement of the Optionee, the exercise period shall be 2 years from the date of separation.

viii Appraisal process for determining the eligibility of employees under the Plan:

- a. Grade A & B shall not be eligible for ESOP – Exceptional cases to be considered from time to time.
- b. Grade C, D, E to be granted on the criteria of the following:

- i. Criticality
 - ii. Length of Service
 - iii. Performance
 - iv. Level of seniority
- c. All Grade F & above shall be entitled to ESOPs based on performance and criticality.

ix Maximum number of Options to be issued per employee and in aggregate:

The Nomination and Remuneration Committee will base the number of Options to be granted to Eligible Employee on the eligibility criteria which may be revised from time to time.

The maximum number of Options to be granted under this Plan shall not exceed 74,64,015 (Seventy Four Lakh Sixty-Four Thousand Fifteen) which shall be convertible into equal number of Equity Shares.

x Maximum quantum of benefits to be provided per employee under a Plan(s):

The maximum quantum of benefits that will be provided to every eligible Employee under the Plan will be the difference between the market value of Company's Share on the Stock Exchanges as on the date of exercise of Options and the Exercise Price paid by the Employee.

xi Whether the Plan(s) is to be implemented and administered directly by the company or through a trust:

The ESOP Trust / Nomination and Remuneration Committee shall perform all actions as required for administration of the Plan. The shares are directly allotted to the employees by the Company.

xii Whether the Plan(s) involves new issue of shares by the company or secondary acquisition by the trust or both:

The Plan will be implemented via Trust Route wherein the Company will make new issue of Equity shares to the employees on valid exercise of Stock Options.

xiii The amount of loan to be provided for implementation of the Plan(s) by the company to the trust, its tenure, utilization, repayment terms, etc.:

Not Applicable. The Trust has been constituted for administration purpose only.

xiv The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the Plan:

Not Applicable

xv Disclosure and Accounting Policies:

The Company shall comply with the disclosures requirements and the accounting policies prescribed under Regulation 15 of SBEB Regulations or as may be prescribed by regulatory authorities from time to time.

xvi The method which the Company shall use to value its Options:

The Company uses Fair Value Method for valuing the Options.

xvii Statement regarding Disclosure in Director's Report:

If the Company opts for expensing of share based employee benefits using the intrinsic value in future, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' Report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.'

xviii Period of lock-in - Not applicable

xix Terms & conditions for buy-back, if any, of specified securities covered under these regulations - Not applicable

Item No.10: To approve the alteration of Articles of Association

Pursuant to Regulation 23(6) of the Securities Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, all companies having their debt securities listed on the exchanges are required to have a clause in their Articles of Association on or before September 30, 2023, to provide the Board of Directors the power to appoint a person nominated by the Debenture Trustee as Director on the Board, in the event of two consecutive defaults in payment of interest to the debenture holders, default in creation of security for debentures or default in redemption of debentures as per clause (e) of sub-regulation (1) of Regulation 15 of the Securities Exchange Board of India (Debenture Trustees) Regulations, 1993, for its listed debt securities.

Accordingly, the Board of Directors at their meeting held on July 21, 2023 decided to alter the existing Clause 46 of the Articles of Association of the Company, to enable the Board to appoint Debenture Directors in the event of default by the Company as explained above.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolutions, except to the extent of their shareholding, if any, in the Company. The Board of Directors recommends the resolution as set out at Item No. 10 for approval of the members by way of a Special Resolution.

ADDITIONAL INFORMATION PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND APPLICABLE SECRETARIAL STANDARDS:

Item No. 3: Appointment of M/s. Varma & Varma, Chartered Accountant, (FRN: 004532S) as one of the Joint Statutory Auditors:

Proposed audit fee payable to auditors	As may be mutually agreed between the Board of Directors and the Auditors from time to time
Material change in fee payable to auditor from that paid to the outgoing auditor along with the rationale for such change	The proposed fee will not materially vary from the fee paid to M/s Deloitte Haskins & Sells, outgoing Auditors
Term of appointment	Three (3) years (From the conclusion of ensuing AGM to AGM to be held in the year 2026)
Basis of recommendation and auditor credentials	<p>The Board of Directors of the Company vide its Resolution dated February 7, 2023, based on the recommendations of the Audit Committee, had recommended M/s Varma & Varma, Chartered Accountants (ICAI Firm Registration No. 004532S), as the first preferred firm after carrying out detailed analysis, among other 3 shortlisted firms for appointment as Joint Statutory Auditors of the Company for the period of three years with effect from the conclusion of this AGM until the AGM to be held in the year 2026, subject to the approval of RBI for each year during this tenure. Based on the analysis, M/s. Varma & Varma scored the highest rating among the 3 shortlisted firms. Ratings were assigned based on national presence / network of firm, Office / Partners / number of employees, experience in handling statutory audits, experience in audit of NBFC-MFIs and reputation of the Audit firm.</p> <p>Hence, based on the recommendation of the Audit Committee, the Board of Directors recommend the appointment of M/s. Varma & Varma, as Joint Statutory Auditors of the Company from the conclusion of ensuing AGM, for a period of three years.</p>

Credentials of M/s. Varma & Varma:

Varma & Varma, Chartered Accountants was founded on June 17, 1935, by two members of the erstwhile Royal Family of Cochin, in the Southern State of Kerala in India. The firm which set up its first office in Cochin, Kerala, presently operates with five offices in the State of Kerala and one each at Bangalore in the State of Karnataka, Chennai in the State of Tamil Nadu, Hyderabad in the State of Telangana and Mumbai in the State of Maharashtra.

Presently, the firm has 30 partners who are bound together by a common adherence to the aims, philosophies, professional standards and practices set by them jointly. The firm has more than 450 technical personnel, including Chartered Accountants.

The Firm is registered with the Comptroller and Auditor General of India for conducting audits of Public Sector Undertaking & Public Sector Banks. The firm is also empanelled with Securities and Exchange Board of India (SEBI), NPS Trust etc.

Varma & Varma has long standing and reputed clients across all sectors of Industry including Banks and NBFCs and renders services of Audit and Assurance, Taxation and Financial consultancy.

Other details with respect to Item Nos. 2, 6, 7 & 8 are given below:

Brief Profile of Mr. Massimo Vita:

Mr. Massimo Vita holds a master's diploma of 2nd level in development, innovation and change from Bologna University in Bologna, Italy and a degree in economics and commerce from Verona University in Verona, Italy. He completed a three year apprenticeship as a professional auditor associated with Arthur Andersen S.p.A. as certified by the Italian Justice Ministry in 2002. He was a founding partner and director of MicroFinanza Rating Srl, an international specialized rating agency for a period of eight years. He was TA Field Expert for the TA Facility of Regional MSME Investment Fund for Sub-Saharan Africa managed by Symbiotics SA for a period of four and a half years. He was

Head of Operations Support for CreditAccess Asia (CAA) for 3 years. He is currently Chief Risk Officer for CAI, our Promoter. He is also Executive Director of Asia Impact SG Pte. Ltd. (Singapore) and CAA-BOS Limited (Thailand) and he serves as Director on the boards of CreditAccess Philippines Financing Company Inc. (Philippines), PT Bina Artha Ventura (Indonesia), PT Konsultasi Mikro Ventura (Indonesia) and MicroFinanza Rating SRL (Italy), MFR Credit Ratings S.R.L., CAA Vietnam Trading Company Ltd and Vilcart Solutions Private Limited.

DIN	07863194
Age & Date of Birth (DoB)	Age: 50 & DoB: November 23, 1972
Nationality	Italian
Date of first appointment on the Board	July 25, 2017
Relationship with other Directors, inter-se, Manager and other Key Managerial Personnel of the company	Nil
Experience	25 years
Terms and conditions of appointment or reappointment along with details of remuneration sought to be paid	NA
Remuneration last drawn	₹14.15 Lakhs
Qualification	<ul style="list-style-type: none"> - A degree in Economics and Commerce from Verona University in Verona, Italy - Masters diploma of 2nd level in development, innovation and change from Bologna University in Bologna, Italy - DEUF Diplome Francais from the Universite de J. Moulin
Nature of expertise in specific functional areas	Audit & Financial Statement, Financing, Investment, Entrepreneurship, Micro-Finance, Management, Human Resource Development and Risk Management
Number of shares & percentage of holding	Nil
List of Directorships held in other Listed / Public Limited Companies	Nil
Chairmanships/Memberships of Committees in other Listed / Public Limited Companies	Nil
Listed entities from which the person has resigned in the past three years	Nil
Number of Board meetings attended during FY23	Held:8 ; Attended:8

Brief profile of Mr. George Joseph:

Mr. George Joseph is the Chairman and Lead 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 also an associate at the Institute of Bankers, London. He retired as Chairman and Managing Director of Syndicate Bank. He was associated with Canara Bank for a period of over 36 years and resigned as General Manager in 2006.

DIN	00253754
Age & Date of Birth (DoB)	Age:74 years; DoB: April 26, 1949
Nationality	Indian
Date of first appointment on the Board	September 09, 2015
Relationship with other Directors, inter-se, Manager and other Key Managerial Personnel of the company	Nil
Experience	As mentioned in the brief profile above
Terms and conditions of appointment or reappointment along with details of remuneration sought to be paid	Not Applicable
Remuneration last drawn	42.2 lakhs
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.
Nature of expertise in specific functional areas	Finance and Banking
Skills / Expertise	Banking Operations, Audit & Financial Statements, Financing, Risk Management, Management and Regulatory Compliance
Number of shares & percentage of holding	No. of Shares held: 1000 % of holding: Negligible
List of Directorships held in other Listed / Public Limited Companies	Popular Vehicles and Services Limited
Chairmanships/Memberships of Committees in other Listed / Public Limited Companies	Chairperson of Audit Committee & Stakeholders' Relationship Committee of Popular Vehicles and Services Limited
Listed entities from which the person has resigned in the past three years	Wonderla Holidays Limited
Number of Board meetings attended during FY23	Held: 8 ; Attended: 8

Brief profile of Mr. Udaya Kumar Hebbar:

Mr. Udaya Kumar Hebbar holds a Bachelor's degree in commerce from the University of Mysore and a Master's degree in commerce from Karnataka University, Dharwad. He is a certificated associate from the Indian Institute of Bankers and holds a diploma from Vanderbilt University. He has earlier served as head of commercial and banking operations at Barclays Bank PLC, Mumbai for three years and at Corporation Bank for over ten years. He was also associated with ICICI Bank for over eleven years.

DIN	07235226
Age & Date of Birth (DoB)	Age: 62 years; DoB: June 01, 1960
Nationality	Indian
Date of first appointment on the Board	July 15, 2015
Relationship with other Directors, inter-se, Manager and other Key Managerial Personnel of the company	Nil
Experience	More than 36 years in Banking industry
Terms and conditions of appointment or reappointment along with details of remuneration sought to be paid	No change proposed to the existing terms of conditions of appointment
Remuneration last drawn	Same as above
Qualification	Bachelor's Degree in Commerce Master's degree in commerce certificated associate from the Indian Institute of Bankers and holds a diploma from Vanderbilt University
Nature of expertise in specific functional areas	Banking, Micro-Finance, Audit & Financing, Regulatory & Compliance, and Risk Management
Number of shares & percentage of holding	3,49,735 equity shares of ₹ 10 each; (0.22%)
List of Directorships held in other Listed / Public Limited Companies	Nil
Chairmanships/Memberships of Committees in other Listed / Public Limited Companies	Nil
Listed entities from which the person has resigned in the past three years	Nil
Number of Board meetings attended during FY23	Held: 8 ; Attended: 8

Brief Profile of Mr. Ganesh Narayanan:

Mr. Ganesh Narayanan has rich experience of 25 years, spanning strategic planning and spearheading several key businesses in large financial institutions. He was earlier associated with ICICI Bank Ltd, Fullerton India Credit Co. Ltd (now SMFG India Credit) and Yes Bank Ltd. and has extensive experience in rural & Agri Banking, Microfinance and Financial Institutions space. He was last associated with Yes Bank for nearly a decade in the Indian Financial Institutions Group. Before joining CA Grameen, he worked with the Bank as a Group President & Deputy National Head – Indian Financial Institutions Banking heading multiple business segments covering NBFCs, Cooperative Banks, Capital Market clients, Full-Fledged Money Changers & Fintech clients. Mr. Ganesh Narayanan joined CA Grameen in January 2020 as Chief Business officer and was re-designated as Dy. CEO & CBO in June 2021. He has been managing Microfinance & Retail Business, Centralized Operations, Human Resources, Operational Excellence, RF Product, Administration, Govt & public relations as his portfolio during this tenure. Mr. Ganesh Narayanan holds a master’s degree in management and a graduate degree in electronics.

DIN	09120748
Age & Date of Birth (DoB)	Age: 47 & DoB: February, 23, 1976
Nationality	Indian
Date of first appointment on the Board	NA
Relationship with other Directors, inter-se, Manager and other Key Managerial Personnel of the company	Nil
Experience	25 years in Banking Industry
Terms and conditions of appointment or reappointment along with details of remuneration sought to be paid	As mentioned in the Explanatory Statement
Remuneration last drawn	NA
Qualification	<ul style="list-style-type: none"> - Graduate in Electronics - Masters in Management
Nature of expertise in specific functional areas	Banking operations, Micro Finance & Management
Number of shares & percentage of holding	No. of shares: 3,890 equity shares of ₹ 10 each; % of holding: Negligible
List of Directorships held in other Listed / Public Limited Companies	Nil
Chairmanships/Memberships of Committees in other Listed / Public Limited Companies	Nil

Listed entities from which the person has resigned in the past three years	Nil
Number of Board meetings attended during FY23	NA

**No.49, 46th Cross, 8th Block,
Jayanagar Bengaluru – 560070.**

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

**Place: Bengaluru
Date: July 21, 2023**

**Sd/-
M. J. Mahadev Prakash
Company Secretary & Chief Compliance Officer
Membership No: A16350**

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

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by Kfintech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The e-voting period commences on Tuesday, August 22, 2023 (9:00 a.m. IST) and ends on Thursday, August 24, 2023 (5:00 p.m. IST). The e-voting facility will be disabled by Kfintech thereafter.
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if he / she is already registered with Kfintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”
- viii. The details of the process and manner for remote e-Voting and AGM are explained herein below:

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

in demat mode.

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

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

Details on Step 1 are mentioned below:

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

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

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1 <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <ol style="list-style-type: none"> I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e., KFinTech where the e- Voting is in progress.
<p>Individual Shareholder login through their demat accounts / Website of Depository Participant</p>	<ol style="list-style-type: none"> V. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. VI. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. VII. Click on options available against company name or e-Voting service provider – KFinTech and you will be redirected to e-Voting website of KFinTech for casting your vote during the remote e-Voting period without any further authentication.

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

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

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

Details on Step 2 are Mentioned below:

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

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

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'CREDITACCESS
- vii. GRAMEEN LIMITED - AGM" and click on "Submit"
- 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 "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- ix. Members holding multiple folios/Demat accounts shall choose the voting process separately for each folio/ Demat accounts.

- x. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- xi. You may then 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 have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xiii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id rajiv@beyondcompliance.in with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_Even No."

Details on Step 3 are mentioned below:

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

- i. Members will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFinTech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFinTech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Facility for joining AGM through VC/OAVM shall open at least 15 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number to cs@cagrameen.in Questions /queries received by the Company till 5:00 PM (IST) on August 22, 2023, shall only be considered and responded during the AGM.
- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- viii. Facility of joining the AGM through VC / OAVM shall be available for at least 2,000 members on first come first serve basis.
- ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

OTHER INSTRUCTIONS:

- A. **AGM Questions prior to AGM:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from KFintech. On successful login, select 'Post Your Question' option which will be kept open from 9.00 a.m. (IST) on August 21, 2023 to 5.00 p.m. (IST) on August 22, 2023.
- B. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from KFintech. On successful login, select 'Speaker Registration' which will be kept open from 9.00 a.m. on August 21, 2023 to 5.00 p.m. on August 22, 2023. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- C. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or mail to evoting@kfintech.com or call KFintech at its toll free No. 1-800-309-4001 for any further clarifications.

- D. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on - Friday, August 18, 2023, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- E. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399.
 1. Example for NSDL:
 2. MYEPWD <SPACE> IN12345612345678
 3. Example for CDSL:
 4. MYEPWD <SPACE> 1402345612345678
 5. Example for Physical:
 6. MYEPWD <SPACE> XXXX1234567890
 - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFinTech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.
- F. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.
- G. Results shall be declared forthwith by the Chairman, or a person authorized by the Board in writing and the Resolutions will be deemed to be passed on the AGM date subject to the requisite number of votes cast in favor of the Resolution(s).
- H. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.creditaccessgrameen.in and on the website of the KFin/RTA evoting.kfintech.com within 2 (two) working days from the conclusion of the AGM and shall also be communicated to the Stock Exchanges where the Company's shares are listed and also displayed on the Notice Board at the Registered Office of the Company.

ANNUAL REPORT IS ATTACHED SEPARATELY