



**CREDITACCESS GRAMEEN LIMITED**

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

CIN: L51216KA1991PLC053425

Website: [www.creditaccessgrameen.in](http://www.creditaccessgrameen.in) Email: [cs@cagrameen.in](mailto:cs@cagrameen.in)

**NOTICE TO THE SHAREHOLDERS**

**NOTICE** is hereby given that the 33<sup>rd</sup> Annual General Meeting ('AGM') of the Members of CreditAccess Grameen Limited will be held on **Monday, August 12, 2024, at 11:00 A.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 the following resolution as an *Ordinary Resolution*:

**"RESOLVED THAT** the Audited Financial Statements (including Consolidated Financial Statements) of the company for the financial year ended March 31, 2024, together with the Notes to Accounts, Schedules, together with the Report of the Board of Directors and Auditors thereon, be and are hereby considered, approved and adopted."

**Item No. 2: Declaration of Dividend**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 123, 124 and other applicable provisions of the Companies Act, 2013 & the Rules made thereunder, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, RBI Master Directions on NBFC – Scale Based Regulations dated October 19, 2023, as amended from time to time, the Articles of Association of the Company, Dividend Distribution Policy 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 declaration of one-time final Dividend of 100% ( ₹10 per equity share) on the outstanding equity shares of ₹10 each for the financial year ended March 31, 2024, and to be paid to the shareholders, whose names appear on the register of members of the company as on the record date i.e. Friday, July 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 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. 3: Appointment of Mr. Sumit Kumar (DIN: 07415525) as a Director who is liable to retire by rotation:**

To consider and, if thought fit, to pass, the following 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. Sumit Kumar (DIN: 07415525), Director who retires by rotation, and being eligible, has offered his candidature for re-appointment, be and is hereby re-appointed as a Director, liable to retire by rotation."

**Item No. 4: Appointment of M/s. Walker Chandiok & Co LLP, Chartered Accountants as one of the Joint Statutory Auditors of the Company:**

To consider and, if thought fit, to pass, 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 RBI Guidelines on Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) dated April 27, 2021 including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force, read with the policy on Appointment of Statutory Auditors and based on the recommendation of the Audit Committee and the Board of Directors, the consent of the Members be and is hereby accorded for the appointment of M/s. Walker Chandiok & Co LLP, Chartered Accountants, (FRN: 001076N/N500013) 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 36<sup>th</sup> Annual General Meeting of the Members of the Company, to be held in the year 2027, 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 above 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. 5: Re-appointment of Mr. Manoj Kumar (DIN: 02924675), as Independent Director of the Company for a second term of 5 (five) years:**

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

***“RESOLVED THAT*** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 & the Rules made thereunder, the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment thereof for the time being in force, RBI Master Directions on NBFC – Scale Based Regulations dated October 19, 2023, as amended from time to time and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Manoj Kumar (DIN: 02924675) who holds office as an Independent Director up to October 29, 2024, in respect of whom the Company has received a notice in writing proposing his candidature for the office of director under Section 160 of the Companies Act, 2013, be and is hereby re-appointed for a second term of five consecutive years commencing from October 30, 2024 till October 29, 2029 (both days inclusive), not liable to retire of rotation, on such terms and conditions as recommended by the Nomination & Remuneration Committee.

***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. 6: Increase of existing Borrowing Limits of the Company:**

To consider and, if thought fit, to pass, 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 & the Rules made thereunder, from time to time including any statutory modifications or amendment(s) or re-enactments thereof, for the time being in force, the Articles of Association of the Company, and in supersession of the earlier resolution passed by the members of the Company in this regard on August 25, 2023, the consent of Members of the Company be and is hereby accorded to the Board (the term ‘Board’ shall deem to include any Committee thereof, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution) to borrow, from time to time, such sum or sums as deemed appropriate in one or more tranches and availing all types of loans, advances, credit/financing/debt facilities including issuance of all kinds of debentures/bonds and other debt instruments, including without limitation, from any Bank, Non-Banking Financial companies and/or other Financial Institution and/or domestic or foreign lender and/or any body corporate/entity/entities and/or authority/authorities or from any other person as may be permitted under applicable laws, 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 aggregate of paid-up capital, free reserves of the Company, and securities premium account, provided that the total amount up to which monies may be borrowed by the Board of Directors shall not exceed ₹35,000 Crore (Rupees Thirty Five Thousand Crore 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. 7: Amendments to CAGL Employees Stock Option Plan-2011:**

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

**"RESOLVED THAT**, pursuant to Section 62(1)(b) of the Companies Act, 2013 (the "Act") read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 ("Rules") and other applicable provisions, if any, of the Act, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations"), the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder ("FEMA Regulations") and other applicable provisions, if any, for the time being in force and as may be modified from time to time, and other laws, rules, regulations, circulars and guidelines if any, issued by various statutory / regulatory authority(ies) that are or may become applicable (collectively referred to as "Applicable Laws"), the Memorandum of Association and Articles of Association of the Company, and subject to any other approval(s), consent(s), permission(s) and sanction(s), as may be necessary from the appropriate regulatory authority(ies) / institution(s) and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company [hereinafter referred to as the "Board", (the term 'Board' shall deem to include any Committee thereof, including Nomination & Remuneration Committee ("NRC") which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution)], the approval of the members be and is hereby accorded to the amendments to CAGL Employees Stock Option Plan 2011 ("ESOP Plan"), the salient features of which are furnished in the explanatory statement to this Notice.

**RESOLVED FURTHER THAT**, pursuant to the recommendation of the NRC and the Board, the consent of the members be and is hereby accorded for increasing the employee stock option pool from 74,64,015 (Seventy Four Lakh Sixty Four Thousand and Fifteen) employee stock options ("ESOPs") to 1,32,72,615 (One Crore Thirty Two Lakh Seventy Two Thousand Six Hundred and Fifteen) ESOPs by creating additional employee stock option pool of 58,08,600 (Fifty Eight Lakh Eight Thousand Six Hundred) ESOPs ("Additional ESOP pool"), in accordance with the terms and conditions of the ESOP Plan, for making further grants to eligible employees under the ESOP Plan.

**RESOLVED FURTHER THAT** the additional ESOP pool of 58,08,600 (Fifty Eight Lakh Eight Thousand Six Hundred) ESOPs and the residual pool of 8,16,400 (Eight Lakh Sixteen Thousand Four Hundred) ESOPs can be distributed in one or more tranches, convertible into not exceeding 1,32,72,615 (One Crore Thirty Two Lakh Seventy Two Thousand Six Hundred and Fifteen) equity shares of face value of ₹10 (Rupees Ten Only) each fully paid-up upon exercise of vested Options.

**RESOLVED FURTHER THAT** pursuant to the recommendation of the NRC and the Board, the consent of the members be and is hereby accorded for a one-time revival of 28,715 (Twenty Eight Thousand Seven Hundred and Fifteen) lapsed ESOPs of 25 (Twenty Five) existing employees, the details of which have been provided in the explanatory statement below, and that they can exercise the revived options as per the terms of the ESOP Plan.

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

**RESOLVED FURTHER THAT** for the purpose of bringing into effect and implementing the ESOP Plan and generally for giving effect to these resolutions, the NRC / Board, be and is hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard."

No.49, 46<sup>th</sup> Cross, 8<sup>th</sup> Block,  
Jayanagar Bengaluru – 560070.

By order of the Board of Directors of  
CreditAccess Grameen Limited

Sd/-

Place: Bengaluru  
Date: July 5, 2024

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 Circulars vide reference 14/2020, 17/2020, 20/2020, 22/2020, 33/2020, 39/2020, 10/2021, 02/2022, 10/2022, 09/2023 issued by the Ministry of Corporate Affairs (MCA) and Circular vide reference SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by the Securities and Exchange Board of India (SEBI) and all other relevant Circulars issued by the MCA / SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM") without the physical presence of the Members at a common venue. Accordingly, the AGM of the Company is being held through VC/OAVM and hard copies of the AGM Notice as well as Annual Report are not being circulated to the Members.
3. Since the AGM is being held through VC/OAVM, the facility for appointment of proxies by the members will not be available. Hence, proxy form, attendance slip, and route map are not attached to this Notice. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company situated at No. 49, 46<sup>th</sup> Cross, 8<sup>th</sup> Block, Jayanagar, Bengaluru - 560070, Karnataka, India, which shall be the deemed venue of the AGM.
4. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013 ("the Act").
5. Corporate members intending to authorize their representatives to participate and vote at the AGM are requested to update in the e-voting portal, the scanned certified copy of the Board resolution / authorization letter to the Company together with attested specimen signature(s) of the duly authorised representative(s) or alternatively to the e-mail address of the scrutinizer, [rajiv@beyondcompliance.in](mailto:rajiv@beyondcompliance.in)
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. Monday, August 12, 2024. 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](mailto: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 Participant(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 regarding the financials are requested to write to the Company at an early date, so as to enable the management to have the information ready at the meeting.
9. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the Members w.e.f. 1 April 2020 and the Company is required to deduct tax at source ('TDS') from the dividend paid to the Members at prescribed rates under the Income-tax Act, 1961 ('IT Act'). In general, to enable compliance with TDS requirements, Members are requested to provide and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participant and for getting the Tax Exemption on the Dividend Amount, shareholders are requested to visit the website of KFin Technologies Limited ("KFin"), Registrar & Share Transfer Agent ("RTA") of our Company at <https://ris.kfintech.com/form15/> or may send an email to RTA with the complete set of Tax Exemption Documents at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) No communication on the tax determination / deduction shall be entertained beyond 5:00 p.m. (IST) on **Friday, July 26, 2024**.
10. Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through ECS or any other means are requested to send the following documents to KFin, our RTA of our Company, such as Form No. ISR-1 duly filled and signed by the holders and details relating to the bank account viz., Name of the Bank, Bank Account Number, IFSC, copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly, self-attested copy of the PAN Card, self-attested copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company, to enable the Company to make the payment of dividend through electronic mode. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change /addition /deletion in such bank details. The Members holding shares in Demat mode are requested to update their Electronic Bank Mandate with their respective Depository Participant(s).
11. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made on **Friday, August 23, 2024** to all Beneficial Owners in respect of shares held in dematerialized mode as per the data as may be made available by the NSDL and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as on the record date i.e. **Friday, July 26, 2024**.

12. Members are requested to note that, Dividend amount which remains unpaid as at the end of 30<sup>th</sup> day of declaration i.e. Wednesday, September 11, 2024, will be transferred to the Unpaid Dividend Account of the Company from where the shareholders have the option to claim their unpaid portion of dividend up to 7 (seven) years from the date of such transfer. Further, dividends, if not encashed for a period of 7 (seven) years from the date of transfer to 'Unpaid Dividend Account of the Company', are liable to be transferred to the 'Investor Education and Protection Fund' ("IEPF"). Further, all the shares in respect of which dividend has remained unclaimed for 7 (seven) consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority. In view of this, the Members are requested to claim their dividends from the Company, within the stipulated timeline.
13. 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.
14. 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, 18<sup>th</sup> 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.
15. Members holding shares as on cut-off date, i.e., **Monday, August 05, 2024**, 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.
16. Remote e-voting facility will be made available to the shareholders to cast their vote from 9.00 a.m. (IST) on Thursday, August 8, 2024, up to 5.00 p.m. (IST) on Sunday, August 11, 2024.
17. 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.
18. 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.



19. The results of the remote e-voting and voting at the AGM shall be declared within 2 (two) workingdays of conclusion of the AGM, which will be published on the website of the Company and also intimated to the Stock Exchanges.
20. In compliance with the Circulars, the Annual Report for FY 2023-24, the Notice of 33<sup>rd</sup> 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.
21. 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 form 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 [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) by sending Form ISR-1.
22. Members may also note that the Notice of the 33<sup>rd</sup> AGM and the Annual Report for FY 2023-24 will be available on the Company's website <https://www.creditaccessgrameen.in/> websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited, at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of RTA at [www.Kfintech.com](http://www.Kfintech.com).
23. Members who have acquired shares after the dispatch of this Notice and before the cut-off date i.e. **Monday, August 05, 2024**, may approach the Company/ RTA for issuance of User ID and Password for exercising their votes by electronic means.
24. 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.
25. 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 by sending Form ISR-1.
26. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE\_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to the above-mentioned

Circulars, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>)

**No.49, 46<sup>th</sup> Cross, 8<sup>th</sup> Block,  
Jayanagar Bengaluru – 560070.**

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

**Place: Bengaluru  
Date: July 5, 2024**

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

**A. 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. 5: Re-appointment of Mr. Manoj Kumar (DIN: 02924675) as Independent Director of the Company for a second term of five years:**

Mr. Manoj Kumar (DIN: 02924675) was appointed as an Independent Director in terms of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the "Act") to hold office for a period of 5 (five) years with effect from October 30, 2019. Accordingly, his first term would be coming to an end on October 29, 2024.

In terms of Section 149 (10) and (11) of the Act, an Independent Director can hold office for two consecutive terms of up to five years each on the Board of a Company, subject to shareholders approving the second term by passing a special resolution.

Considering the experience, proficiency, knowledge, contribution, integrity and performance evaluation by the Board of Directors and Independent Directors and the possession of relevant expertise by Mr. Manoj Kumar, the Nomination and Remuneration Committee and the Board of Directors in their Meetings held on May 06, 2024 and May 7, 2024 respectively, have recommended / approved re-appointment of Mr. Manoj Kumar for a second term of five years commencing from October 30, 2024 to October 29, 2029, subject to the approval of Members of the Company. His skills, expertise in banking operations, financing, investment, risk management, entrepreneurship, management and information technology have been considered, being the key requirements for his role. Accordingly, the Company seeks approval of the Members by way of a Special Resolution. The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing Mr. Manoj Kumar's candidature for office of Independent Director.

In the opinion of the Board, Mr. Manoj Kumar 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.

All documents relating to this agenda 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., Monday, August 12, 2024. For more details, please refer point no. 6 of notes to Notice.

Except Mr. Manoj Kumar, 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 the extent of their shareholding in the Company.

The Board of Directors recommends the resolution as set out in Item No. 5 of the Notice for approval of the members by way of a Special Resolution.

## **Item No. 6: Increase of 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 August 25, 2023, had granted their approval by way of a Special Resolution authorizing to the Board of Directors, to borrow from time to time, such amounts as deemed necessary for the purpose of business operations of the Company, not exceeding ₹30,000 Crore (Rupees Thirty Thousand Crore only) over and above the then aggregate paid-up share capital, free reserves and securities premium of the Company.

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 business operations of the Company and based on the projections for the coming years, the Board may have to resort to multiple financing alternatives (including short-term & long-term borrowings), the amount of which is expected to exceed the existing borrowing limits approved by the shareholders. Therefore, the Board of Directors in its Meeting held on July 05, 2024, had approved the proposal to increase the borrowing limits to ₹35,000 Crore (Rupees Thirty-Five Thousand Crore Only), subject to the approval of the shareholders, which is expected to be utilized in a period of 12 months. Total borrowings outstanding as on March 31, 2024 (both on a standalone and consolidated basis) stood at ₹21,841.01 Crore. Further, the Debt-Equity Ratio would be maintained at a maximum of 4 times.

Further, the shareholders in its Meeting held on November 21, 2018, in terms of Section 180(1)(a) of the Companies Act, 2013, have already 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.

All documents relating to this agenda 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. Monday, August 12, 2024. For more details, please refer point no. 6 of notes to Notice.

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. 6 of the Notice for approval of the members by way of a Special Resolution.

## Item No. 7: 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 (“ESOP Plan”) to or for the benefit of such Employees as defined in the Plan.

With a view to maximise the benefits extended to the employees and for ease of administration of employee stock options, the Nomination & Remuneration Committee and the Board of Directors in their respective meetings held on June 21, 2024 and July 05, 2024 respectively, subject to the approval of shareholders, had approved varying some of the terms & conditions of the Plan viz., for increase in ESOP Pool to make further grants, one-time revival of ESOPs which have lapsed due to efflux of time, for some of the existing employees and change in the methodology of computing exercise price for future grants.

A statement of disclosure as required under Section 62(1)(b) of the Companies Act, 2013 (“Act”) read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 are as under:

No.	Particulars	Clause Reference	Proposed Amendments
1.	Variation of terms of the ESOP Plan	13 & Annexure 1  Annexure 1	(i) Increase in employee stock option pool from 74,64,015* (Seventy-Four Lakh Sixty-Four Thousand and Fifteen) Options to 1,32,72,615 (One Crore Thirty-Two Lakh Seventy-Two Thousand Six Hundred and Fifteen) Options by creating additional pool of 58,08,600 (Fifty-Eight Lakh Eight Thousand Six Hundred) Options, in accordance with the terms and conditions of the ESOP Plan by including a sub-clause under Clause 13. Further, Annexure 1 is also amended to effectuate the same. Accordingly, approval of the shareholders is sought for the additional ESOP pool of 58,08,600 Options.  (ii) Change in method of determination of the exercise price i.e., from daily average of the market price from the current 1 (one) month to 3 (three) months prior to the month in which grant of options is made.

No.	Particulars	Clause Reference	Proposed Amendments
			(iii) One-time revival of lapsed ESOPs in respect of 28,715 lapsed ESOPs for 25 (Twenty-Five) existing employees of the Company on account of efflux of time, the rationale for which has been provided below.
2.	Rationale of the variation of the terms of ESOP Plan	-	<p>(i) The amendments are proposed to increase the size of the employee stock option pool under the ESOP Plan.</p> <p>(ii) The exercise period which is based on 3 (three) month's average daily price is more reflective of the Company's performance &amp; value and eliminates the risk of short-term market volatility.</p> <p>(iii) The variation vis-à-vis one-time revival of lapsed Options are proposed to ensure that those option holders who are in employment and whose Options have lapsed due to unforeseen circumstances, are provided additional time period of 12 months to exercise their vested options. This variation is applicable only to some of the option holders who are in employment as on date. This is to ensure that such employees are adequately motivated to continue to contribute to the growth of the Company and will be an additional retention tool.</p> <p>The proposed amendments/variations are not detrimental /prejudicial to the interest of the option holders.</p>
3.	Details of the employees who are beneficiaries of such variation in terms of ESOP Plan		<p>(i) The beneficiaries of variation in relation to the increase in ESOP pool are both current Option holders who are eligible to receive further grants in future as well as future Option holders.</p> <p>(ii) The beneficiaries of variation in the exercise period for enabling some of the existing employees to exercise their lapsed Options are current Option holders only.</p> <p>(iii) The beneficiaries of variation in the methodology of computation of exercise price are current Option holders who are eligible to receive further grants as well as future Option holders.</p>

*\*Includes residual pool of 8,16,400 Options*

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

All documents relating to this agenda 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. Monday, August 12, 2024. For more details, please refer point no. 6 of notes to Notice.

None of the Directors, Manager, Key Managerial Personnel of the Company, and their relatives are in anyway concerned or interested in the resolution except to the extent of their shareholding in the Company and the Options granted or to be granted to them under the ESOP Plan.

The Board of Directors recommends the resolutions as set out in Item no. 7 of the Notice for approval of the members by way of Special Resolution.

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

### **Item No. 4: Appointment of M/s. Walker Chandiook & Co LLP, Chartered Accountants as one of the Joint Statutory Auditors:**

Pursuant to the RBI Guidelines on Appointment of Statutory Auditors dated April 27, 2021 ('RBI Guidelines'), M/s PKF Sridhar & Santhanam LLP would be completing their tenure of three years as Joint Statutory Auditors, at the conclusion of this 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 Crore as on March 31, 2023 (which continues till date), the Company was required to appoint a minimum of two Joint Statutory Auditors.

In view of the above and based on the recommendation of the Audit Committee, the Board of Directors in its meeting held on October 20, 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 and the Company's policy on Appointment of Statutory Auditors, recommended for appointment of M/s. Walker Chandiook & Co LLP, Chartered Accountants, (Firm Reg. No. 001076N/N500013) as one of the Joint Statutory Auditors of the Company for a period of 3 (three) years i.e. from the conclusion of 33<sup>rd</sup> AGM until the conclusion of 36<sup>th</sup> AGM of the Company to be held in the year 2027, 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 the appointment of M/s. Walker Chandiook & Co LLP, 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 as authorized by the Board, are 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. Walker Chandiook & Co LLP (Firm Reg. No. 001076N/N500013) will act as Joint Statutory Auditors of the Company along with M/s. Varma & Varma, Chartered Accountants (Firm Registration No. 004532S) who were already appointed as one of the Joint Statutory Auditors of the Company on August 25, 2023, at the 32<sup>nd</sup> AGM of the Company.

Pursuant to Section 139 of the Act and the Rules framed thereunder, the Company has received written consent from M/s. Walker Chandiook & Co. LLP (“WCC”) to act as the Joint Statutory Auditors (“JSA”). Further, WCC has confirmed that they meet the eligibility criteria as stipulated under the Act and the RBI Guidelines and that they are not disqualified for appointment as JSA in terms of the provisions of the Section 141 of the Act read with applicable provisions of the Companies (Audit and Auditors) Rules, 2014 and the RBI Guidelines. WCC has also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

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. 4 of the Notice for approval of the members by way of Ordinary Resolution.

The other disclosures relating to the above agenda are as under:

Proposed audit fee payable to Auditors	As may be decided by the Board of Directors in consultation with the Auditors from time to time
Material changes 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. PKF Sridhar & Santhanam LLP, outgoing Auditors
Term of appointment	3 (three) years (From the conclusion of this AGM till 36 <sup>th</sup> AGM to be held in the year 2027)
Basis of recommendation and auditor credentials	The Board of Directors of the Company vide its Resolution dated October 20, 2023, based on the recommendations of the Audit Committee, recommended M/s. Walker Chandiook & Co LLP, Chartered Accountants (ICAI Firm Registration No. 001076N/N500013), as the first preferred firm after carrying out detailed analysis, among other 3 shortlisted firms for appointment as Joint Statutory



	<p>Auditors of the Company to hold office for a period of three years with effect from the conclusion of this Annual General Meeting (“AGM”) until the 36<sup>th</sup> AGM to be held in the year 2027. Based on the analysis, M/s. Walker Chandiok &amp; Co LLP 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 of NBFC-MFIs, international affiliation and reputation of the Audit firm, as specified under the RBI Guidelines on Appointment of Statutory Auditors dated April 27, 2021.</p> <p>Hence, based on the recommendation of the Audit Committee, the Board of Directors recommend the appointment of M/s. Walker Chandiok &amp; Co LLP, as Joint Statutory Auditors of the Company, from the conclusion of 33<sup>rd</sup> AGM for a period of 3 (three) years.</p>
	<p><b>Credentials of M/s. Walker Chandiok &amp; Co LLP:</b></p> <p>“M/s. Walker Chandiok &amp; Co. LLP (“WCC”) is a firm of Chartered Accountants registered and empaneled with the Institute of Chartered Accountants of India (ICAI).</p> <p>WCC was established in the year 1935 and is a Limited Liability Partnership Firm incorporated in India. WCC has its registered office at L-41, Connaught Circus, New Delhi – 110001 apart from 14 other branch offices in various cities in India. WCC is primarily engaged in providing audit and assurance services to its clients and is amongst the largest and highly reputed audit firms in India, auditing several large companies including some of the top 100 listed entities in India.”</p>

Other details with respect to Item Nos. 3 & 5 of the Notice are given below:

### Brief Profile of Mr. Sumit Kumar

Mr. Sumit Kumar holds a bachelor's degree in textile technology from the Indian Institute of Technology, New Delhi and a post graduate diploma in management from the Indian Institute of Management, Ahmedabad. He was previously associated with The Boston Consulting Group Pte. Limited. He has been associated with Olympus Capital for over 15 years.

DIN	07415525
Age & Date of Birth (DoB)	Age: 49 & DoB: 27-06-1975
Nationality	Indian
Date of first appointment on the Board	August 16, 2016
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	Mr. Sumit Kumar will be re-appointed as Non-Executive Director, liable to retire by rotation. Mr. Sumit Kumar is eligible for remuneration by way of sitting fees for attending Board or committees.
Remuneration last drawn	₹12.30 Lakhs*
Qualification	<ul style="list-style-type: none"> <li>- Post graduate diploma in Management - IIM, Ahmedabad</li> <li>- Bachelor's degree in textile technology - IIT New Delhi</li> </ul>
Nature of expertise in specific functional areas	Audit & Financial Statement, Financing, Investment, Entrepreneurship, Micro-Finance, Management, Human Resource Development, Information Technology and Risk Management
Number of shares & percentage of holding	Nil
List of Directorships held in other Companies	<ol style="list-style-type: none"> <li>1. Olympus Capital Holdings Asia India Advisors Private Limited</li> <li>2. Manak Waste Management Private Limited</li> </ol>
Chairmanships/Memberships of Committees in other Companies	Nil
Listed entities from which the person has resigned in the past three years	Nil
Number of Board meetings attended during FY24	Held: 5; Attended: 5

\*Sitting fee paid during FY24.

### Brief profile of Mr. Manoj Kumar:

Mr. Manoj Kumar is an Independent Director of our Company. He holds a bachelor's degree in science from Kumaun University and a master's degree in public administration from Lucknow University. He has completed the 184<sup>th</sup> session of the Advanced Management Program from the Harvard Business School. He was associated with Misys Software Solutions (India) Private Limited for over eleven years and was elevated to the post of Vice President. He was also associated with Tata Education and Development Trust as a senior advisor.

DIN	02924675
Age & Date of Birth (DoB)	Age: 59 years; DoB: December 25, 1964
Nationality	Indian
Date of first appointment on the Board	October 30, 2019
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	Mr. Manoj Kumar will be re-appointed as Independent Director for a second term of 5 (five) years from October 30, 2024, till October 29, 2029, not liable to retire by rotation. Mr. Manoj Kumar would be eligible for remuneration by way of sitting fees for attending the meetings of the Board and Committees along with commission amount.
Remuneration last drawn	₹52.6 lakh*
Qualification	- Master's degree in public administration from Lucknow University. - Bachelor's degree in science from Kumaun University.
Nature of expertise in specific functional areas	Banking, financial technologies and social development.
Skills / Expertise / capabilities required for the role and the manner in which the proposed person meets such requirements	Banking Operations, Financing, Investment, Risk Management, Entrepreneurship, Management and Information Technology
Number of shares & percentage of holding	Nil
List of Directorships held in other Companies	i. Voxelgrids Innovations Private Limited ii. Kanpur Flowercycling Private Limited iii. Malgharia Advisors Private Limited iv. Krishi Kalpa Foundation v. Foundation for Aerospace Innovation Research and Entrepreneurship

	<ul style="list-style-type: none"> <li>vi. Sustain Plus Energy Foundation</li> <li>vii. Confluence for Health Action and Transformation Foundation</li> <li>viii. Foundation for Innovation and Social Entrepreneurship</li> <li>ix. Centre For Cellular and Molecular Platforms</li> </ul>
Chairmanship/Membership held in Committees in other Companies	Nil
Listed entities from which the person has resigned in the past three years	Nil
Number of Board meetings attended during FY24	Held: 5; Attended: 5

*\*Includes sitting fee and commission paid during FY24.*

## 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 KFin Technologies Limited ("KFinTech"), on all the resolutions set forth in this Notice. The instructions for e-Voting are given below.
- ii. However, 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 of all listed entities. 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 Thursday, August 08, 2024 (9:00 a.m. IST) and ends on Sunday, August 11, 2024 (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 this Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request to [evoting@kfinotech.com](mailto:evoting@kfinotech.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 this 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 meetings 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 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><b>1. User already registered for IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.</li> <li>III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"</li> <li>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.</li> </ol> <p><b>2. User not registered for IDeAS e-Services</b></p> <ol style="list-style-type: none"> <li>I. To register click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Select "Register Online for IDeAS" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>III. Proceed with completing the required fields.</li> <li>IV. Follow steps given in point 1</li> </ol> <p><b>3. Alternatively, by directly accessing the e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>I. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>II. Click on the icon "Login" which is available under 'Shareholder/Member' section.</li> <li>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.</li> <li>IV. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech.</li> <li>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</li> </ol>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p><b>1. Existing user who has opted for Easi / Easiest</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Click on New System Myeasi</li> <li>III. Login with your registered user id and password.</li> <li>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</li> <li>V. Click on e-Voting service provider name to cast your vote.</li> </ol> <p><b>2. User not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>II. Proceed with completing the required fields.</li> <li>III. Follow the steps given in point 1</li> </ol> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Provide your demat Account Number and PAN No.</li> <li>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>IV. After successful authentication, user will be provided links for the respective ESP, i.e., KFintech where the e- Voting is in progress.</li> </ol>
<p>Individual Shareholder login through their demat accounts / Website of Depository Participant</p>	<ol style="list-style-type: none"> <li>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</li> <li>II. 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.</li> <li>III. 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.</li> </ol>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available on the 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.

<b>Login type</b>	<b>Helpdesk details</b>
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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](mailto:rajiv@beyondcompliance.in) with a copy marked to [evoting@kfintech.com](mailto: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](mailto:cs@cagrameen.in) Questions /queries received by the Company till 5:00 PM (IST) on Friday, August 09, 2024, 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 his/her vote 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 userid 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 Thursday, August 08, 2024, to 5.00 p.m. (IST) on Friday, August 09, 2024.
- 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. (IST) on Thursday, August 08, 2024, to 5.00 p.m. (IST) on Friday, August 09, 2024. 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 at 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](mailto: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 - Monday, August 05, 2024, 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 this 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:  
MYEPWD <SPACE> IN12345612345678
    3. Example for CDSL:  
MYEPWD <SPACE> 1402345612345678
    5. Example for Physical:  
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](mailto: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. The 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](http://www.creditaccessgrameen.in) and on the website of the KFinTech/RTA [evoting@kfintech.com](mailto: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.

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**ANNUAL REPORT IS ATTACHED SEPARATELY**