



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 34th Annual General Meeting ('AGM') of the Members of CreditAccess Grameen Limited will be held on **Wednesday, July 30, 2025, at 3:00 P.M. (IST)** through Video Conferencing / Other Audio-Visual means ('VC/OAVM'), to transact the following businesses:

ORDINARY BUSINESSES:

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 (Standalone & Consolidated Financial Statements) of the company for the financial year ended March 31, 2025, 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: Appointment of Mr. Paolo Brichetti (DIN: 01908040) as a director who is liable to retire by rotation:

To consider and, if thought fit, to pass, 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. Paolo Brichetti (DIN: 01908040), Non-Executive 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."

SPECIAL BUSINESSES:

Item No. 3: Re-appointment of Ms. Lilian Jessie Paul (DIN: 02864506), as Independent Director of the Company for a second term of 5 (Five) consecutive 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 Act') & the Rules made thereunder, Regulations 17, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, RBI Master Directions on NBFC – Scale Based Regulations dated October 19, 2023, (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and other applicable provisions, read with the terms of appointment of Independent Directors of the Company, and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, respectively, Ms. Lilian Jessie Paul (DIN: 02864506) who holds office as an Independent Director up to September 15, 2025, in respect of whom the Company has received a notice in writing proposing her candidature for the office of director under Section 160 of the Act, , be and is hereby re-appointed as Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (Five) consecutive years commencing from September 16, 2025 till September 15, 2030 (both days inclusive), 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 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. 4: Appointment of Mr. Ganesh Narayanan (DIN: 09120748) as a Director of the Company, subject to the approval of RBI:

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

"RESOLVED THAT pursuant to the provisions of sections 149, 152, & 160 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable Rules made thereunder, Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, RBI Master Directions on NBFC – Scale Based Regulations dated October 19, 2023 (including any amendment, modification, variation or reenactment thereof for the time being in force), the provisions of the Articles of Association of the Company, applicable policies of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, respectively, Mr. Ganesh Narayanan (DIN: 09120748), who was appointed as an Additional Director by the Board of Directors in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing proposing his candidature for office, be and is hereby appointed as Director of the Company, with effect from such date as may be approved by the RBI.

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. 5: Appointment of Mr. Ganesh Narayanan (DIN: 09120748) as Managing Director & CEO for a period of 5 (Five) consecutive years, subject to the approval of RBI:

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

"RESOLVED THAT pursuant to the provisions of sections 196, 197, 198, 203, Schedule V and other applicable provisions of the Companies Act, 2013, read with the Rules made thereunder ('the Act'), RBI Master Directions on NBFC – Scale Based Regulations dated October 19, 2023, Regulations 17, 26A and applicable provisions of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, (including any amendment, modification, variation or reenactment thereof for the time being in force), the provisions of the Articles of Association, applicable policies of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, respectively, the consent of Members be and is hereby accorded for appointment of Mr. Ganesh Narayanan (DIN: 09120748) as Managing Director & Chief Executive Officer of the Company, for a period of 5 (Five) years with effect from such date as may be approved by the RBI, on the terms and conditions as may be approved by the Board of Directors from time to time, and as set out in the explanatory statement to this Notice, and the total compensation payable shall be subject to the overall limits as specified under Section 197, read with Schedule V of the Act, and the Rules made thereunder, and the Board of Directors is hereby authorized to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Act, , as may be agreed to, by the Board of Directors and Mr. Ganesh Narayanan, and whose office shall not be liable to retire by rotation.

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. 6: Appointment of Mr. Udaya Kumar Hebbar (DIN: 07235226), as a Non-Executive Director (Nominee) of the Company, subject to the approval of RBI:

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

"RESOLVED THAT pursuant to the provisions of section 149, 152, 160 & other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable Rules made thereunder, Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, RBI Master Directions on NBFC – Scale Based Regulations dated October 19, 2023 (including any amendment, modification, variation or reenactment thereof for the time being in force), the provisions of the Articles of Association of the Company, applicable policies of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, respectively, Mr. Udaya Kumar Hebbar (DIN: 07235226), who was appointed as an Additional Director (Non-Executive) by the Board of Directors in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing proposing his candidature for office, be and is hereby appointed as Non-Executive Director (Nominee) of the Company, whose office shall be liable to retire by rotation, with effect from such date as may be approved by the RBI.

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: Appointment of M/s. Sandeep & Associates as Secretarial Auditors of the Company for a period of 5 (Five) consecutive years:

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, of the Companies Act, 2013, read with the Rules made thereunder, Regulation 24A 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(s) thereof for the time being in force) and based on the recommendation of the Audit Committee and the Board of Directors of the Company, respectively, the consent of the Members be and is hereby accorded for the appointment of M/s. S. Sandeep & Associates, Practicing Company Secretaries, (FRN: P2025TN103600) as the Secretarial Auditors of the Company for a period of 5 (Five) consecutive years, from the Financial Year 2025 - 26 till Financial Year 2029 - 30, 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 Secretarial 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."

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

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

Sd/-

M. J. Mahadev Prakash

**Company Secretary & Chief Compliance Officer
ICSI Membership No: A16350**

**Place: Bengaluru
Date: May 16, 2025**

NOTES:

1. A statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") including additional information pursuant to the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and the Secretarial Standards, in respect of the special businesses as set out above, is annexed hereto.
2. The Ministry of Corporate Affairs ("MCA") vide its General Circular No. 09/2024 dated September 19, 2024 read with circulars issued earlier on the subject ("MCA Circulars") and SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2024/133 dated October 3, 2024 read with the circulars issued earlier on the subject ("SEBI Circulars"), have permitted the companies to conduct the Annual General Meeting ("AGM") through Videoconferencing / Other Audio-Visual means, subject to compliance with various conditions specified thereon. Accordingly, the Company has enabled the members to participate at the 34th AGM through VC facility and the instruction for joining the meeting is given at the end of this notice.
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, 46th Cross, 8th Block, Jayanagar, Bengaluru - 560070, Karnataka, India, which shall be the deemed venue of the AGM.
4. As per the MCA & SEBI Circulars, participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of 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 i.e. evoting@Kfintech.com, 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
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. Wednesday, July 30, 2025. 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 to quote Folio Number/Client ID/DP ID, in all their correspondence with the Company/DP.
8. In compliance with Section 108 of the Act, read with the corresponding Rules made thereunder, Regulation 44 of the SEBI LODR Regulations, 2015, 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 facility to its members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by KFin.
9. The Board of Directors have appointed Mr. Rajiv Balakrishnan, 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.

10. Members holding shares as on cut-off date, i.e. **Wednesday, July 23, 2025**, may cast their votes electronically. A member will not be allowed to vote again on any resolution on which his/her 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.
11. Remote e-voting facility will be made available to the shareholders to cast their vote **from 9.00 a.m. (IST) Friday, July 25, 2025, up to 5.00 p.m. (IST) on Tuesday, July 29, 2025**.
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 are 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 will be declared within 2 (two) working days of the conclusion of the AGM, which will be published on the website of the Company and intimated to the Stock Exchanges.
15. In compliance with the Circulars, the Integrated Annual Report for FY25, the Notice of 34th 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 / RTA.
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 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 by sending Form ISR-1.
17. Members may also note that the Notice of the 34th AGM and the Integrated Annual Report for FY 2024-25 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 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 i.e. **Wednesday, July 23, 2025**, may approach the Company/ RTA for issuance of User ID and Password for exercising their votes by electronic means.
19. In the case of joint shareholders, only such joint holders whose names appear first in the Register of Members will be entitled to vote at the AGM.
20. 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.

21. 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>).
22. In case of any queries regarding the Integrated Annual Report, or to request for the hard copy of the Integrated Annual Report, the members may write to compliance@cagrameen.in.

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. 3: Re-appointment of Ms. Lilian Jessie Paul (DIN: 02864506) as Independent Director of the Company for a second term of 5 (Five) consecutive years:

Ms. Lilian Jessie Paul (DIN: 02864506) 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") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI LODR Regulations") to hold office for a period of 5 (Five) years with effect from September 16, 2020. Accordingly, her first term would be coming to an end on September 15, 2025. 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 and the appointment for the second term is subject to shareholders' approval by way of special resolution.

Considering the positive outcome of her performance evaluation for the last five financial years, including the positive outcome of the evaluation carried out for FY25 and her significant contributions to the discussions at the meeting of the Board and the Committees of which she is a member, enhancing the value of such discussions, the Board and Nomination & Remuneration Committee is of opinion that her experience, knowledge and contribution and the possession of relevant expertise would benefit the Company immensely.

Accordingly, the Nomination & Remuneration Committee and the Board of Directors at its meeting held on May 15, 2025, and May 16, 2025, respectively, have recommended the re-appointment of Ms. Lilian Jessie Paul for a second term of 5 (Five) consecutive years commencing from September 16, 2025, until September 15, 2030, subject to the approval of the shareholders of the Company.

Ms. Paul fulfills all the conditions specified under the Act, the Rules made there under and the SEBI LODR Regulations for continuation as an Independent Director and is independent of the management. Further, she meets fit and proper' criteria for re-appointment as an Independent Director of the Company including non-disqualification to act as a Director of the Company as per the applicable provisions of the Act & the Rules made thereunder, RBI Regulations and SEBI LODR Regulations. The Company has also received a notice in writing from a member under Section 160 of the Act proposing Ms. Paul's candidature for office of Independent Director. The Company has received consent from Ms. Paul to act as a Director and a declaration that she is not disqualified under Section 164 of the Act to act as such. Ms. Lilian Jessie Paul is not debarred from holding directorship by virtue of any SEBI order or any other authority.

Her brief profile as required under Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India and Regulation 36(3) of the SEBI LODR Regulations, forms part of this Notice. All documents relating to this agenda item and those referred to in this Notice will be available for electronic inspection between 10:00 am and 06:00 pm without any fee. Request to inspect the documents electronically may be sent to cs@cagrameen.in from the date of circulation of this Notice up to the date of AGM.

Except Ms. Jessie Paul, 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. 3 of the Notice for the approval of the members by way of a Special Resolution.

Item No. 4 and 5: Appointment of Mr. Ganesh Narayanan (DIN: 09120748) as Director and Managing Director & CEO for a period of 5 (Five) consecutive years, subject to the approval of RBI:

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors at their Meeting held on May 16, 2025, had approved the appointment of Mr. Ganesh Narayanan as Additional Director and further designated him as Managing Director & Chief Executive Officer of the Company, subject to the approval of the RBI and shareholders, for a period of 5 (five) consecutive years with effect from June 26, 2025. However, as on the date of this Notice, the Company is awaiting approval from RBI for his appointment and the proposal, if approved by the shareholders, would be effective from the date of RBI's approval.

Considering the relevant background as well as the experience gained by Mr. Ganesh Narayanan over the years in managing the Company's affairs, the Board is of the opinion that he would be a suitable candidate for the said role. He possesses the relevant skills / expertise & competence in the areas of Microfinance, human resource development, banking operations, business management and finance. He has demonstrated leadership skills across various institutions he has worked with.

Meanwhile, in terms of Regulation 26A (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI LODR Regulations"), the Board of Directors at their meeting held on June 18, 2025, have noted the interim designation of Mr. Ganesh Narayanan as 'CEO & MD (Designate)' with effect from June 26, 2025, until the date of receipt of approval by RBI for his appointment as MD & CEO.

The Company has received a notice in writing in terms of Section 160 of the Companies Act, 2013 ('Act') from a Member of the Company proposing the candidature of Mr. Ganesh Narayanan for the office of Director.

The terms and conditions for the appointment of Mr. Ganesh Narayanan as Managing Director & CEO are as follows:

- I. **PERIOD:** 5 (Five) consecutive years from the date of approval of RBI.
- II. **REMUNERATION**¹: Fixed remuneration of ₹325 Lakh, Annual Performance Bonus of up to 35% (Thirty Five Percent) of Fixed CTC, Employee Stock Option Plan (ESOPs) with vesting gains of up to 125% (One Hundred and Twenty Five Percent) of Fixed CTC as per the Company's ESOP Plan, 2011², as amended from time to time, Life Insurance benefit of up to 3 (three) times the Fixed CTC, health insurance coverage in the form of family floater of up to ₹10 (Ten) Lakh and such other regulatory benefits such as Gratuity, Provident Fund, on such terms and conditions as applicable to all the employees of the Company, including reimbursement of all out-of-pocket expenses incurred in connection with the official travel and business operations of the Company, excluding taxes, as may be made applicable from time to time.
- III. **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.
- IV. **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 & CEO, 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.

¹ Total remuneration 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 FY25-26.

² The grant of ESOPs would be determined using the 'Black-Scholes' method, a widely accepted valuation model for Stock Options.

- b. 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 or as approved by the Board of Directors, in accordance with applicable laws. In such cases, the Severance Package as in a) above will not apply.
- c. Termination upon 'death' or 'disability', at any time: i. If MD & CEO'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 & CEO, other than for Severance Package; ii. If MD & CEO'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.
- d. Termination by MD & CEO for 'Good Reasons': i. If the employment is terminated by MD & CEO at any time for Good Reasons, then the Agreement shall terminate without further obligations to him, other than for Severance Package.

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

Mr. Ganesh Narayanan meets the requisite criteria of 'fit and proper' including non-disqualification to act as a Director of the Company as per the applicable provisions of the Act & the Rules made thereunder, RBI Regulations and SEBI LODR Regulations.

In terms of the applicable provisions of the SEBI LODR Regulations, a listed entity is required to obtain the approval of shareholders for appointment of a person on the Board of Directors. Accordingly, the Company is seeking the approval of Shareholders for the appointment of Mr. Ganesh Narayanan as a Director and MD & CEO of the Company, effective from such date, as may be approved by the RBI.

The Company has received consent from Mr. Ganesh Narayanan to act as a Director and a declaration that he is not disqualified under Section 164 of the Act to act as such. Mr. Ganesh Narayanan is not debarred from holding directorship by virtue of any SEBI order or any other authority.

His brief profile as required under Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India and Regulation 36(3) of the SEBI LODR Regulations, forms part of this Notice. All documents relating to this agenda item and those referred to in this notice will be available for electronic inspection between 10:00 AM and 06:00 PM without any fee. Request to inspect the documents electronically may be sent to cs@cagrameen.in from the date of circulation of this Notice up to the date of AGM.

Except Mr. Ganesh Narayanan, 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. 4 and 5 of the Notice for the approval of the members by way of an Ordinary and Special Resolution, respectively.

Item No. 6: Appointment of Mr. Udaya Kumar Hebbar (DIN: 07235226), as a Non-Executive Director (Nominee) of the Company, subject to the approval of RBI:

The Board of Directors at its meeting held on May 16, 2025, noted that Mr. Udaya Kumar Hebbar would be completing his tenure as Managing Director on June 25, 2025 and that CreditAccess India B.V. ("CAI"), Holding Company had nominated him as a Non-Executive Director (Nominee) to be appointed with effect from June 26, 2025, subject to the approval of the Shareholders and the RBI. Considering the same and based on the recommendation of the Nomination & Remuneration Committee, the Board has approved the appointment of Mr. Udaya Kumar as Non-Executive Director (Nominee) of the Company, subject to the approval of RBI and shareholders, with effect from June 26, 2025. However, as on the date of this Notice, the Company is awaiting approval from the RBI for his appointment, and the proposal, if approved by the shareholders, would be effective from the date of RBI's approval.

Mr. Udaya Kumar meets the requisite criteria of 'fit and proper' including non-disqualification to act as a Director of the Company as per the applicable provisions of the Companies Act, 2013 (the "Act") & the Rules made thereunder, RBI Regulations and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the "SEBI LODR Regulations").

The Board is of the opinion that with more than 15 years of association with the Company, given his immense experience and background, especially in the core areas of Microfinance, operations, risk management, etc., it would be highly beneficial for the Company to avail his services as a director in non-executive capacity.

In terms of the applicable provisions of the SEBI LODR Regulations a listed entity is required to obtain the approval of shareholders for the appointment of a person on the Board of Directors. Accordingly, the Company is seeking the approval of Shareholders for the appointment of Mr. Udaya Kumar as a Non-Executive Director (Nominee) of the Company, effective from such date, as may be approved by the RBI.

The Company has received consent from Mr. Udaya Kumar to act as a Director and a declaration that he is not disqualified under Section 164 of the Act to act as such. Mr. Udaya Kumar is not debarred from holding directorship by virtue of any SEBI order or any other authority.

His brief profile as required under Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India and Regulation 36(3) of the SEBI LODR Regulations, 2015, forms part of this Notice. All documents relating to this agenda item and those referred to in this notice will be available for electronic inspection between 10:00 AM and 06:00 PM without any fee. Request to inspect the documents electronically may be sent to cs@cagrameen.in from the date of circulation of this Notice up to the date of AGM.

Except Mr. Udaya Kumar Hebbar, 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. 6 of the Notice for the approval of the members by way of an **Ordinary Resolution**.

Item No. 7: Appointment of M/s. Sandeep & Associates as Secretarial Auditors of the Company for a period of 5 (Five) consecutive years:

Based on the recommendation of the Audit Committee, the Board of Directors at their Meeting held on May 16, 2025, had approved the appointment of M/s. S. Sandeep & Associates ('SSA'), Practicing Company Secretaries, (FRN: P2025TN103600) as the Secretarial Auditors of the Company, subject to approval of shareholders, for a period of 5 (five) consecutive years, commencing from the Financial Year 2025 - 26 until Financial Year 2029 - 30.

While recommending the appointment, the Board and the Audit Committee evaluated various factors, including the firm's capability to handle a diverse and complex business environment, its existing experience in the Company's business segments, its industry standing, the clientele it serves, and its technical expertise.

The remuneration for the Secretarial Auditors for the year 2025-26 is fixed at ₹3,30,000/- (Rupees Three Lakh Thirty Thousand only), plus applicable taxes and out-of-pocket expenses incurred in connection with the audit. The proposed fees is determined based on the scope of work, team size, industry experience, and the time and expertise required by SSA to conduct the audit effectively. The fee will be revised upward by a maximum of 10% each year, subject to the approval of the Board of Directors.

SSA has provided its consent to act as the Secretarial Auditors of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the applicable provisions of the Companies Act, 2013 & the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Therefore, the Company is seeking approval of Shareholders for the said appointment.

None of the Directors, Key Managerial Personnel (KMP), or their relatives have any financial or other interest in the proposed resolution.

The Board of Directors recommends the resolution as set out in Item No. 7 of the Notice for the approval of the members by way of **Ordinary Resolution**.

B. ADDITIONAL INFORMATION PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND APPLICABLE SECRETARIAL STANDARDS WITH RESPECT TO ITEM NOS. 2, TO 7:

Brief Profile of Mr. Paolo Brichetti:

Mr. Paolo Brichetti has completed the International Business Course at London Polytechnic (now part of London Metropolitan University). He is Founder, Non-Executive Director and Shareholder of CreditAccess India ("CAI"), having more than 20 years of experience in innovative business and financial initiatives. Prior to setting up of CAI, he has served as Managing Director of CTM Altromercato, Advisor of Council of Europe, President of Microcredit SCRL, Microcredit Coop, and the European Fair-Trade Association.

Name & DIN	Mr. Paolo Brichetti (DIN 01908040)
Age & Date of Birth (DoB)	Age: 61 years & DOB: January 29, 1964
Nationality	Italian
Date of first appointment on the Board	November 27, 2009
Date of previous appointment on the Board	October 21, 2022
Relationship with other Directors, inter-se, Manager and other Key Managerial Personnel of the company	None
Qualification, Experience and Nature of expertise in specific functional areas	He has completed the International Business Course at London Polytechnic (now part of London Metropolitan University). He has more than 20 years of experience in innovative business and financial initiatives. Prior to setting up of CAI, he has served as Managing Director of CTM Altromercato, Advisor of Council of Europe, President of Microcredit SCRL, Microcredit Coop, and the European Fair-Trade Association. His expertise is in the field of Financing, Investments, Entrepreneurship, Management and Micro Finance.
Terms and conditions of appointment or reappointment along with details of remuneration sought to be paid	He is a Non-Executive Director liable to retire by rotation. He is eligible for remuneration by way of sitting fees for attending Board or committees.
Remuneration last drawn during FY25	₹12 Lakh (sitting fee)
Number of shares & percentage of holding	No of Shares: 13 (Thirteen) Shares as a Nominee of CreditAccess India B.V. Percentage: Negligible
List of Directorships held in other Companies	Nil

Chairmanships / Memberships held in the Committees of the Company (proposed to be continued)	IT Strategy Committee – Member Nomination & Remuneration Committee – Member
Chairmanships/Memberships of Committees in other Companies	Nil
Listed entities from which the person has resigned in the past three years	NA
Number of Board meetings attended during FY25	Held: 8 Attended: 7

Brief Profile of Ms. Jessie Paul:

Ms. Lilian Jessie Paul holds a Bachelor's degree in Engineering (Computer Science) from Bharathidasan University, Tiruchirapalli and Post-Graduate Diploma in Management from Indian Institute of Management, Calcutta. She was the global brand manager of Infosys. She went on to be Chief Marketing Officer of Wipro Technologies. She founded Paul Writer a marketing advisory firm that works with global and Indian clients to maximise marketing impact. Paul Writer runs a community of over 30,000 marketers.

Name & DIN	Ms. Lilian Jessie Paul (DIN:02864506)
Age & Date of Birth (DoB)	Age: 55 years & DoB: May 02, 1970
Nationality	Indian
Date of first appointment on the Board	September 16, 2020
Relationship with other Directors, inter-se, Manager and other Key Managerial Personnel of the company	None
Qualifications, Experience, Nature of expertise in specific functional areas and Skills and capabilities required for the role and the way the Directors meet the requirements including expertise in functional area.	Bachelor of Engineering in Computer Science and Engineering from Bharathidasan University, Tiruchirapalli and Post-Graduate Diploma in Management from Indian Institute of Management, Calcutta. She founded Paul Writer, a marketing advisory firm, in 2010. In 2019, it evolved into the Paul Writer Impact Network, India's first integrated B2B agency group. Previous roles have included Global Brand Manager of Infosys, head marketing for iGATE (now a part of CapGemini) and Chief Marketing Officer of Wipro Technologies. She has expertise in Audit & Financial Statements, Financing, Risk Management, Entrepreneurship, Micro Finance, Management, Information Technology and Human Resource Development.
Terms and conditions of appointment or reappointment along with details of remuneration sought to be paid	Re-appointment as Independent Director for the second term of 5 consecutive years with effect from September 16, 2025, to September 15, 2030. She will be paid sitting fee for attending the Board and Committee meetings and commission, as may be approved by the Board of Directors/Shareholders from time to time.
Remuneration last drawn during FY25	₹45 Lakh (Sitting fee and Commission)
Number of shares & percentage of holding	Nil
List of Directorships held in other Public/Listed Companies	PB Fintech Limited Bajaj Consumer Care Limited Ciel HR Services Limited (<i>Unlisted Public</i>)

Chairmanships / Memberships held in the Committees of the Company (proposed to be continued)	Stakeholders' Relationship Committee Corporate Social Responsibility and Environmental, Social & Governance Committee – Member Nomination & Remuneration Committee – Member
Chairmanships/Memberships of Committees in other Listed/Public Companies	<u>PB Fintech Limited</u> Stakeholders' Relationship Committee-Member CSR Committee – Member <u>Bajaj Consumer Care Limited</u> Audit Committee – Member Nomination & Remuneration Committee- Member Risk Management Committee- Member
Listed entities from which the person has resigned in the past three years	Expleo Solutions Limited w.e.f. October 31, 2024 (Retired)
Number of Board meetings attended during FY25	Held: 8 Attended: 7

Brief profile of Mr. Ganesh Narayanan:

Mr. Ganesh Narayanan holds a bachelor's degree in electronics from Bharathiar University, Faculty of Science and a master's degree in management from Bharathiar University, Faculty of Social Sciences. He has over 25 years of experience in strategic planning and has worked with Yes Bank for a decade as Group President and Deputy National Head – Indian Financial Institutions Banking, heading multiple business segments. During his stint at Fullerton India, he played an instrumental role in starting the microfinance business as the Vice-President – Rural Markets. He has also been associated with ICICI Bank.

Name & DIN	Mr. Ganesh Narayanan (DIN: 09120748)
Age & Date of Birth (DoB)	Age: 49 & 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	None
Nature of expertise in specific functional areas and experience	Mr. Ganesh Narayanan has an overall work experience of over 26 years, predominantly in Banking and Finance. Before joining CA Grameen, he has held leadership positions in ICICI Bank, Fullerton India Credit Company (now SMFG) & Yes Bank. He had joined CreditAccess Grameen in 2020 as the Chief Business Officer managing both Group and Retail businesses of the Company. He was elevated as Dy. CEO and further elevated as CEO in August 2023. He is a graduate in electronics and holds a master's degree in management. He has extensive experience in financial services covering various business segments including Microbanking, MSME, Retail, Rural & Financial Institution relationships on a pan India basis.
Terms and conditions of appointment or reappointment along with details of remuneration sought to be paid	As detailed in the Explanatory Statement.
Remuneration last drawn during FY25	₹3.60 Crore (As CEO)
Number of shares & percentage of holding	No. of Shares: 500 & Percentage: Negligible

List of Directorships held in other Public/Listed Companies	NA
Proposed Chairmanships / Memberships in the Committees of the Company	ALM Committee – Chairperson Stakeholders' Relationship Committee - Member
Chairmanship/Membership held in Committees in other Public/Listed Companies	Nil
Listed entities from which the person has resigned in the past three years	Nil
Number of Board meetings attended during FY25	NA

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 served as Head of Commercial and Branch Banking Operations at Barclays Bank PLC, Mumbai for three years. He was also associated with ICICI Bank for over 11 years.

DIN	Udaya Kumar Hebbar (DIN: 07235226)
Age & Date of Birth (DoB)	Age: 65 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	None
Qualifications, Experience and Nature of expertise in specific functional areas	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. He has been in the Banking industry for more than 36 years and has expertise in Banking, Micro-Finance, Audit & Financing, Regulatory & Compliance, and Risk Management.
Terms and conditions of appointment or reappointment along with the details of remuneration sought to be	He is being appointed as Non-Executive Director (Nominee) liable to retire by rotation. He is eligible for remuneration by way of sitting fees and commission as may be approved by the Board.
Remuneration last drawn during FY25	₹4.68 Crore (as Managing Director)
Number of shares & percentage of holding	No. of Shares: 2,74,505 & Percentage: 0.17%
List of Directorships held in other Listed /Public Companies	NA
Proposed Chairmanships / Memberships in the Committees of the Company (proposed)	Corporate Social Responsibility and Environmental, Social & Governance Committee – Chairperson Stakeholders' Relationship Committee – Member Risk Management Committee – Member ALM Committee – Member IT Strategy Committee – Member Executive, Borrowings and Investment Committee - Member
Chairmanship/Membership held in Committees in other Public/Listed Companies	Nil

Listed entities from which the person has resigned in the past three years	NA
Number of Board meetings attended during FY25	Held: 8 Attended: 8

Additional details pertaining to the appointment of Secretarial Auditors under Item No. 7:

Proposed audit fee payable to Auditors	For FY 2025-26: ₹3,30,000/- (Rupees Three Lakhs Thirty Thousand only). The fee will be revised upward by a maximum of 10% each year, subject to the approval of the Board of Directors.
Material changes in fee payable to auditor from that paid to the outgoing auditor along with the rationale for such change	NA
Term of appointment	For a period of 5 (five) consecutive years, commencing from FY26 till FY30.
Basis of recommendation and auditor credentials	The Board and the Audit Committee have evaluated various factors, including the firm's capability to handle a diverse and complex business environment, its existing experience in the Company's business segments, its industry standing, the clientele it serves, and its technical expertise. SSA was found to be well-equipped to manage the scale, diversity, and complexity associated with the Secretarial Audit of the Company.

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

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

**Place: Bengaluru
Date: May 16, 2025**

**Sd/-
M. J. Mahadev Prakash
Company Secretary & Chief Compliance Officer
ICSI 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 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 the 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 **Friday, July 25, 2025 (from 9:00 a.m. IST)** and ends on **Tuesday, July 29, 2025 (up to 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@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 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>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> Visit URL: https://eservices.nsdl.com Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" 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"> To register click on link: https://eservices.nsdl.com Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Proceed by completing the required fields. Follow steps given in point 1. <p>3. Alternatively, by directly accessing the e-Voting website of NSDL</p> <ol style="list-style-type: none"> Open URL: https://www.evoting.nsdl.com/ Click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will be opened. 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. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who has opted for Easi / Easiest</p> <ol style="list-style-type: none"> Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com Click on New System Myeasi Login with your registered user id and password. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. Click on the e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Proceed by completing the required fields. Follow the steps given in point 1

	3. Alternatively, by directly accessing the e-Voting website of CDSL <ol style="list-style-type: none"> Visit URL: www.cdslindia.com Provide your demat Account Number and PAN No. The system will authenticate users by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, users will be provided links for the respective ESP, i.e., KFintech where the e- Voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. Once logged-in, you will be able to see the e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository siteafter successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting serviceprovider – KFintech and you will be redirected to e-Voting website ofKFintech 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 Forgotuser 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.

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:

- Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- 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 IDwill 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.
- After entering these details appropriately, click on "LOGIN".
- 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 notshare your password with any other person and that you take utmost care to keep your passwordconfidential.

- 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 GRAMEEN LIMITED - AGM" and click on "Submit"
- vii. 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.
- viii. Members holding multiple folios/Demat accounts shall choose the voting process separately for each folio/ Demat accounts.
- ix. 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.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. 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).
- xii. 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 Sunday, July 27, 2025, 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 the 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 a 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 Friday, July 25, 2025, to 5.00 p.m. (IST) on Sunday, July 27, 2025.
- 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 Friday, July 25, 2025, up to 5.00 p.m. (IST) on Sunday, July 27, 2025. Members shall be provided with 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 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 Wednesday, July 23, 2025, 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:
 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 ClientID, 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. 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 will be placed on the Company's website www.creditaccessgrameen.in and on the website of the Kfintech/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.
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ANNUAL REPORT IS ATTACHED SEPARATELY