



CREDITACCESS GRAMEEN LIMITED

Regd. Office: No.49, 46th Cross, 8th Block, Jayanagar, Bengaluru – 560 070

CIN: L51216KA1991PLC053425

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

POSTAL BALLOT NOTICE

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

**To
The Shareholders of
CreditAccess Grameen Limited**

NOTICE is hereby given pursuant to the provision of Sections 108 and 110 of the Companies Act, 2013 (the 'Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the 'Rules'), Secretarial Standard-2 on General Meetings (the 'SS-2'), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force and as amended from time to time, guidelines prescribed by the Ministry of Corporate Affairs (the 'MCA') vide General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 08, 2021 (the 'MCA Circulars') and any other applicable laws and regulations, the following item of special business is proposed to be passed by the Shareholders of CreditAccess Grameen Limited (the 'Company') through Postal Ballot by remote electronic voting ('e-voting'):

Approval for Appointment of M/s PKF Sridhar & Santhanam LLP (Firm Reg. no. 003990S/S200018), as a Joint Statutory Auditor of the Company for Three (3) years with effect from Financial Year 2021-2022:

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

"RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), and the relevant rules made thereunder; (including any amendment, modification, variation or re-enactment thereof), pursuant to Circular no. RBI/2021-22/25-Ref.No.DoS.CO.ARG/SEC.01/ 08.91.001/2021-22 dated April 27, 2021 [(Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs)] issued by the Reserve Bank of India ('RBI

Guidelines') and based on the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. PKF Sridhar & Santhanam LLP, Chartered Accountants, Chennai (Firm Registration No.003990S/S200018), who have offered themselves for appointment and have confirmed their eligibility to be appointed as Statutory Auditors in terms of Section 141 of the Act and applicable rules and the RBI Guidelines, be and is hereby appointed as one of the Joint Statutory Auditors of the Company, to hold office until the Annual General Meeting of the Company to be held for the financial year ended March 31, 2024 for conducting audit of accounts of the Company for Three (3) Financial Years i.e. 2021-2022, 2022-2023 and 2023-24, at such remuneration as may be fixed by the Board of Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, Mr. Udaya Kumar Hebbar, Managing Director & CEO, Mr. Balakrishna Kamath, Chief Financial Officer and Mr. M. J. Mahadev Prakash, Head – Compliance, Legal & Company Secretary of the Company, be and are hereby severally authorized ("hereinafter referred to as Authorized Representative") for and on behalf of the Company to do or cause to do all such acts, deeds, matters and things as may be deemed necessary or desirable by them for such purpose and to settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid resolution including but not limited to determination of roles and responsibilities/scope of work of the Joint Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing, the terms of appointment including any contracts or documents in this regard, without being required to seek any further consent or approval of the Shareholders of the Company."

A Statement, pursuant to Section 102 (1) and other applicable provisions of the Act, read with relevant Rules made thereunder, pertaining to the said resolution setting out the material facts and related particulars are annexed hereto. The Notice shall be sent to all the Shareholders, whose name appears in the Register of Shareholders of the Company as on February 11, 2022 (**'Cut-Off Date'**) by email only. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes section in this Postal Ballot Notice.

Please note that as per the MCA Circulars, there will be no dispatch of physical copies of Notices or Postal Ballot forms to the Shareholders of the Company and no physical ballot forms will be acceptable.

The Notice will also be placed on the website of the Company www.creditaccessgrameen.in, on the website of both the Stock Exchanges viz. National Stock Exchange of India Limited ("NSE") at www.nseindia.com and BSE Limited ("BSE") at www.bseindia.com and on the website of KFin Technologies Private Limited ("KFin"), the Registrar & Share Transfer Agents of the Company, at www.evoting.kfintech.com.

Scrutinizer:

The Company has appointed Mr. Dwarakanath C., Company Secretary in Practice (FCS No: 7723, CP No. 4847), Bengaluru as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.

E-Voting:

Shareholders are requested to carefully read the instructions in page number 7 (Serial No. 12) of this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the remote E-voting process. The remote E-voting process will commence at 9:00 AM [IST] on Wednesday, February 16, 2022 and ends at 5:00 PM [IST] on Thursday, March 17, 2022, and the same will be blocked by KFin immediately thereafter and will not be allowed beyond the said date and time.

After completion of scrutiny of the votes cast through remote E-voting, the Scrutinizer will submit his Report to the Chairman or Managing Director & CEO or Company Secretary. The results of E-voting along with the Scrutinizer's Report will be announced by Managing Director & CEO or Company Secretary on or before Saturday, March 19, 2022. The same will be displayed on the website of the Company: www.creditaccessgrameen.in the website of KFin at www.evoting.kfintech.com and also will be communicated to both NSE and BSE, which will then be made available on their respective websites viz. www.nseindia.com and www.bseindia.com.

In the event the resolution as set out in the notice is assented to by the requisite majority of Shareholders by remote E-voting, then it shall be deemed to have been passed at a General Meeting as per the Rules on the last date of the E-Voting i.e., Thursday, March 17, 2022, which shall be the date on which the said Resolution shall be deemed to have been passed, if approved by the requisite majority.

Key Details regarding the Postal Ballot:

Sl. No	Particulars	Details
1	Link for remote e-voting	https://evoting.kfintech.com
2	Cut-off date for eligibility for e-voting	Friday, February 11, 2022
3	Time period for e-voting	From: Wednesday, February 16, 2022 To: Thursday, March 17, 2022 (both days inclusive)
4	Last date for publishing results of the e-voting	On or before 05:00 pm on Saturday, March 19, 2022



5	Contact details in case of any grievances or queries	Mr. Sridhar Balamurli, Deputy Manager KFin Technologies Private Limited Tel: 1800 345 4001 Email: evoting@kfintech.com
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**By the Order of the Board of Directors
For CreditAccess Grameen Limited**

**Date: February 15, 2022
Place: Bangalore**

**Sd/-
M. J. Mahadev Prakash
Head – Compliance, Legal & Company Secretary**

NOTES:

- 1 Statement pertaining to the said resolution setting out the material facts, as required under Section 102 of the Act and Regulation 36 of the SEBI Listing Regulations for the above item of business is annexed to this Notice.
- 2 In terms of the MCA Circulars, this Notice along with the instructions regarding e-voting is being sent only by email to all those members, whose email addresses are registered with the Registrar and Share Transfer Agent of the Company viz., KFin Technologies Private Limited (KFin), or with the depository(ies) / depository participants and whose names appear in the register of members/list of beneficial owners as on the cut-off date i.e., Friday, February 11, 2022. The Notice is available on the website of the Company at www.creditaccessgrameen.in website of the KFin at <https://evoting.kfintech.com> and on the websites of National Stock Exchange of India Limited www.nseindia.com and BSE Limited www.bseindia.com. All Members of the Company as on the cut-off date shall be entitled to vote in accordance with the process specified in this notice. Any person who is not a Member as on the cut-off date shall treat this notice for information purpose only.
- 3 Pursuant to MCA Circulars, voting shall be conducted by remote e-voting mechanism only and physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the Shareholders for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Shareholders would take place through the remote e-Voting system only.
- 4 The Postal Ballot Notice is sent electronically to all the Shareholders who have registered their email addresses with the Company/Depositories/KFin. The Shareholders who have not registered their email addresses with KFin can register their e-mail address by contacting your Depository Participant and register your e-mail address in your DEMAT account, as per the process recommended by your DP or alternatively you can to get their email addresses registered with KFin, on a temporary basis, by following the procedure mentioned below:
 - a) Visit the link <https://ris.kfintech.com/clientservices/postalballot/>
 - b) Select the Company name i.e., CreditAccess Grameen Limited
 - c) Select the Holding type from the drop down i.e. - NSDL/CDSL
 - d) Enter DP ID – Client ID and PAN.
 - e) If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating records.
 - f) Enter the email address and mobile number.
 - g) System will validate DP ID – Client ID/Folio No. and PAN and send OTP at the registered mobile number as well as email address for validation.
 - h) Enter the OTPs received by SMS and email to complete the validation process. OTP will

be valid for 5 minutes only.

- i) The Notice and e-voting instructions along with the User ID and Password will be sent on the email address updated by the Member.
- j) Please note that in case the shares are held in electronic form, the above facility is only for temporary registration of email address for receipt of the Notice and the e-voting instructions along with the User ID and Password. Such members will have to register their email addresses with their DPs permanently, so that all communications are received by them in electronic form.**
- k) In case of queries, members are requested to write to einward.ris@kfintech.com or call at the toll-free number 1-800-309-4001.

5 The Portal will remain open for remote e-voting as under:

Opening	:	9.00 A.M. on Wednesday, February 16, 2022
Closing	:	5.00 P.M. on Thursday, March 17, 2022 (both days inclusive)

- 6 Once the vote on Resolutions is cast by Shareholders, they shall not be allowed to change it subsequently.
- 7 All documents referred to in the Notice will also be available for electronic inspection by the Shareholders, without any fee, from the date of dispatch of notice through email and up to the last date of e-voting i.e., Thursday, March 17, 2022. Shareholders seeking to inspect such documents can send an email to cs@cagrameen.in.
- 8 The Board of Directors has appointed CS C. Dwarakanath, Company Secretary in Practice (FCS - 7723 and CP No. - 4847), No.31, 3rd Floor, Rear Block, Opp. Karanji Anjaneya Temple, West Anjaneya Temple Street, Basavanagudi, Bengaluru - 560004, as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
- 9 The Scrutinizer will submit his report to the Chairman or Managing Director & CEO or the Company Secretary on or before Saturday, March 19, 2022. The Results along with the Scrutinizer's Report shall be declared at the Registered office address of the Company and shall be placed on the Company's website www.creditaccessgrameen.in and on the website of KFin <https://evoting.kfintech.com> and shall also be communicated to the Stock Exchanges.
- 10 The last date specified by the Company for remote e-voting shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.
- 11 In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting/postal ballot User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1800 345 4001 (toll free).

12 The instructions for Shareholders for e-voting are as under:

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

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 on “e-voting facility provided by Listed Companies”, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts / website of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login method
Individual shareholders holding securities in demat mode with NSDL	<p>A. Users registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> 1. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. 2. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. 3. Click on options available against Company name or e-voting service provider - KFintech and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period.
	<p>B. Users not registered for IDeAS e-Services:</p> <p>Option to register is available at https://eservices.nsdl.com Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp and proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.</p>

	<p>C. By visiting the e-voting website of NSDL:</p> <ol style="list-style-type: none"> 1. Visit the e-voting website of NSDL. Open web browser by typing the following URL https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the “Login” icon, available under the ‘Shareholder/Member’ section. 2. A new screen will open. Enter your User ID (i. e. your 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. 3. Click on options available against Company name or e-voting service provider - KFintech and you will be re-directed to e-voting service provider website for casting your vote during the e-voting.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>A. Existing users who have opted for Easi/Easiest:</p> <ol style="list-style-type: none"> 1. URL to login to Easi/Easiest: https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on login icon and select “New System Myeasi” 2. Shareholders can login through their existing user ID and password. Option will be made available to reach e-voting page without any further authentication. 3. After successful login on Easi/Easiest, the user will also be able to see the e-voting Menu. The menu will have links of ESPs. Click on Fintech to cast your vote. <p>B. Users who have not opted for Easi/Easiest:</p> <p>Option to register for Easi/Easiest is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.</p>

	<p>C. By visiting the e-voting website of CDSL:</p> <ol style="list-style-type: none"> 1. The user can directly access e-voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & e-mail ID as recorded in the demat Account. 2. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and will also be able to directly access the system of e-Voting Service Provider i.e. KFintech.
<p>Individual Shareholders (holding securities in demat mode) logging through their depository participants</p>	<ol style="list-style-type: none"> 1. Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option. 2. 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. 3. Click on option available against Company name or e-voting service provider- KFintech and you will be redirected to e-voting service provider website for casting your vote during the e-voting period.
<p>Important Note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at respective websites.</p>	
<p>Helpdesk for Individual Shareholders holding securities in demat mode who need assistance for any technical issues related to login through Depository i.e. NSDL and CDSL:</p>	
<p>Members facing any technical issue - NSDL</p>	<p>Members facing any technical issue – CDSL</p>
<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call on toll free no.: helpdesk.evoting@cdslindia.com or contact 1800 1020 990 and 1800 22 44 30</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact on 022-23058738 or 022-23058542-43.</p>

II. Login method for e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

- a. Initial password is provided in the body of the e-mail.
- b. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- c. Enter the login credentials i.e. User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
- d. After entering the correct details, click on LOGIN.
- e. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise 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.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f. You need to login again with the new credentials.
- g. On successful login, the system will prompt you to select the EVENT i.e. **CreditAccess Grameen Limited**.
- h. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/ 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.
- i. Members holding multiple folios/demat accounts shall vote separately for each folio/demat account.
- j. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.

- k. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly Authorised Signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at dwarakanath.c@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'BFL_EVENT No.'

- l. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1-800-309-4001 (toll free).

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No 1:

Reserve Bank of India, vide its circular dated April 27, 2021, has issued Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) (the "Guidelines"/"Circular"), and mandated NBFCs (including HFCs) with an asset size of ₹15,000 Crore and above to appoint minimum two audit firms as Joint Auditors for a continuous period of three years.

The total consolidated balance sheet assets of the Company have already crossed ₹15,000 Crores as of March 2021 and also that the 'Appointed date' specified in the Petition for Merger of Madura Micro Finance Ltd., the material subsidiary, with the Company, filed before both the NCLTs is April 1, 2020, thereby triggering the requirement of appointment of Joint Statutory Auditors as per RBI Circular for FY21-22. The Board of Directors, based on the recommendation of Audit Committee, at their meeting held on February 4, 2022, have recommended for approval of Shareholders, the appointment of M/s. PKF Sridhar & Santhanam LLP, Chartered Accountants, Chennai (Firm Registration: No.003990S/S200018), as one of the Joint Statutory Auditors of the Company for a period of 3 (three) years to conduct audit of the financial statements of the Company for three (3) Financial years i.e., 2021-22, 2022-23 and 2023-24 and they shall hold Office until the conclusion of the Annual General Meeting of the Company to be held for the financial year ended March 31, 2024.

M/s. PKF Sridhar & Santhanam LLP have confirmed that their appointment, if made, will be within the limit specified under the Act and the RBI Guidelines. They have also confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the Section 141 of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014 and the RBI Guidelines.

As per RBI Guidelines, the Board of Directors of Company, on the recommendation of Audit Committee, have approved a Policy for Appointment of Statutory Auditors which can be accessed at www.creditaccessgrameen.in

Additional details pursuant to Regulation 36 of the SEBI Listing Regulations:

Proposed audit fee payable to auditors	In line with the audit fee payable to existing statutory auditors and as fixed by the Board of Directors of the Company.
Terms of appointment	Three (3) years (2021-22, 2022-23 and 2023-24)

Material change in fee payable	Not Applicable
Basis of recommendation and auditor's credentials	Based on the analysis, M/s. PKF Sridhar & Santhanam LLP has scored the highest rating among the 3 shortlisted firms. Ratings were assigned based on national presence / network of firm, Office / Partners / number of employees, experience in handling statutory audits, experience in audit of NBFC-MFIs and reputation of the Audit firm. Hence, the Board recommends the appointment of M/s. PKF Sridhar & Santhanam LLP, as Joint Statutory Auditors of the Company.

It may also be noted that M/s. Deloitte Haskins & Sells was appointed as Statutory Auditors of the Company with effect from Financial Year 2020-21. They shall be eligible to continue as joint auditors of the Company for next 2 years pursuant to RBI regulations i.e., till Financial Year 2022-23. Hence, Deloitte and PKF shall be the Joint Statutory Auditors of the Company for the Financial Years 2021-22 and 2022-23.

The Board of Directors recommends the Ordinary resolution as set forth in Item No. 1 of notice for approval of the Shareholders.

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.

**By the Order of the Board of Directors
For CreditAccess Grameen Limited**

Date: February 15, 2022
Place: Bangalore

Sd/-
M. J. Mahadev Prakash
Head – Compliance, Legal & Company Secretary