

March 24, 2023

To

BSE Limited
Phiroze Jeejeebhoy
Towers Dalal Street
Mumbai- 400001
Scrip code: 541770

National Stock Exchange of India Limited
The Exchange Plaza
Bandra Kurla Complex, Bandra (East)
Mumbai 400051
Scrip code: CREDITACC

Dear Sir/Madam,

Sub.: Notice of Postal Ballot

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, please find enclosed the Notice of Postal Ballot along with the explanatory statement seeking approval of the Members of the Company for Extension of appointment of Mr. Udaya Kumar Hebbar (DIN: 07235226) as Managing Director & Chief Executive Officer of the Company, for a further period of 2 (Two) years.

Key details relating to Postal Ballot and remote e-voting are as follows:

Cut- off date	Friday, March 17, 2023
E-voting Commences	9:00 A.M. (IST) on Monday, March 27, 2023
E-voting Ends	5:00 P.M. (IST) on Tuesday, April 25, 2023 (both days inclusive)
Result	On or before Thursday, April 27, 2023

In accordance with circulars issued by Ministry of Corporate Affairs, from time to time, the postal ballot notice has been sent only through electronic mode to those shareholders whose email addresses were registered with the Company's Registrar and Share Transfer Agent viz., KFin Technologies Limited (KFin)/Depository(ies)/Depository Participants and whose names appeared in the Register of Members as on cut- off date.

The results of remote e-voting along with scrutinizer report will be displayed on the website of the Company and will also be communicated to the Stock Exchanges.

Postal Ballot Notice, along with the Explanatory Statement and e-voting instructions, is uploaded on the website of the Company at <https://www.creditaccessgrameen.in> and on the website of KFin at <https://evoting.kfintech.com/>.

Please take this intimation on record.

Thanking you,

Yours' Truly
For **CreditAccess Grameen Limited**

M. J. Mahadev Prakash
Company Secretary & Chief Compliance Officer

CREDITACCESS GRAMEEN LIMITED

Regd. Office: No.49, 46th Cross, 8th Block, Jayanagar, Bengaluru – 560070.

CIN: L51216KA1991PLC053425

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

NOTICE OF POSTAL BALLOT

[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
Bengaluru

NOTICE is hereby given that pursuant to the provisions of Section 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, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022 (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 way of remote electronic voting only ('e-voting'):

Item No 1: Extension of Appointment of Mr. Udaya Kumar Hebbar (DIN: 07235226) as Managing Director & Chief Executive Officer of the Company, for a further period of 2 (Two) years:

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

"RESOLVED THAT subject to the provisions of Section 196, 197, 198, 203, Schedule V and other applicable provisions of the Companies Act, 2013, read with the Rules made thereunder ("Act"), Articles of Association of the Company, Policy on Remuneration to Directors, KMPs and Senior Management, applicable provisions of RBI Regulations, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as may be amended from time to time and based on the recommendation of the Nomination and Remuneration Committee and of the Board of Directors, the consent of Members be and is hereby accorded for extension of appointment of Mr. Udaya Kumar Hebbar (DIN: 07235226) as Managing Director & CEO of the Company, for a further period of 2 (two)

years with effect from June 26, 2023 up to June 25, 2025, on the same terms and conditions of his existing term but with an increase in compensation of ₹330 Lakhs p.a., excluding variable compensation in the form of Annual Performance Bonus, which shall not exceed 35% (Thirty Five Percent) of annual Cost-To-Company (CTC), and ESOP Allotments with vesting gains (equal vesting of 25% each in 4 years), which shall not exceed 125% (One Hundred & Twenty Five Percent) of annual CTC, as per the applicable ESOP Policy, and the total compensation payable shall be subject to the overall limits as specified under Section 197, read with Schedule V of the Companies Act, 2013 and the Rules made thereunder, for FY23-24, 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 Companies Act, 2013, as may be agreed to, by the Board of Directors and Mr. Udaya Kumar Hebbar, who shall continue to be a Key Managerial Personnel pursuant to Section 203 of the Act and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Director(s) to give effect to the aforesaid resolution.”

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.

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.

Key Details:

Sl. No.	Particulars	Details
1	Link for remote e-voting	https://evoting.kfintech.com
2	Cut-off date for eligibility for e-voting	Friday, March 17, 2023
3	Time period for e-voting	From: 9:00 AM (IST), Monday, March 27, 2023 To: 5:00 PM (IST), Tuesday, April 25, 2023
4	Result of E-voting	On or before Thursday, April 27, 2023
5	Contact details in case of any grievances or queries	Mr. Kalpesh Kumar Raja KFin Technologies Limited Tel: 1800 345 4001 Email: evoting@kfintech.com

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

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

**Date: March 24, 2023
Place: Bengaluru**

Sd/-
**M. J. Mahadev Prakash
Company Secretary & Chief Compliance Officer
ACS: 16350**

NOTES:

1. A statement setting out material facts pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
2. The details required under Regulation 36(3) of the SEBI Listing Regulations 2015 and SS-2 in respect of appointment of a Director forms part of this Notice.
3. 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 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, March 17, 2023**.
4. The Notice is also available on the website of the Company at www.creditaccessgrameen.in, website of KFin at <https://evoting.kfintech.com> websites of National Stock Exchange of India Limited at www.nseindia.com and BSE Limited at www.bseindia.com.
5. 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.
6. Pursuant to MCA Circular, voting shall be conducted by remote e-voting mechanism only and therefore physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the Shareholders. Accordingly, communication of the assent or dissent of the Shareholders on the resolution would be considered through remote e-voting system only. The Company has engaged the services of KFin to provide e-Voting facility to its members.
7. The Postal Ballot Notice is being 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 registering your e-mail address in your DEMAT account, as per the process recommended by your DP or alternatively, you can get your 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.
8. The e-voting will remain open for remote e-voting as under:

Opening	9:00 AM (IST), Monday, March 27, 2023
Closing	5:00 PM (IST), Tuesday, April 25, 2023 (both days inclusive)

The remote e-voting shall be blocked after the aforementioned period.

- 9. Once the vote on Resolution is cast by Shareholders, they shall not be allowed to change it subsequently.
- 10. The voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the members as on the Cut-off date i.e., Friday, March 17, 2023. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
- 11. All documents, if any, 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., Tuesday, April 25, 2023. Shareholders seeking to inspect such documents can send an email to compliance@cagrameen.in
- 12. The Board of Directors has appointed Mr. Rajiv Balakrishnan, (DIN 01945724) Director – Beyond Compliance Corporate Services Private Limited, having his office at No. 530/B, Sri Sai Nilaya, 18th Main Road, Sector 3, HSR Layout, Bangalore - 560102, as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
- 13. The Scrutinizer will unblock the votes after the scheduled date and time for remote e-voting and shall submit his report to the Chairman or Managing Director & CEO or the Company Secretary on or before Thursday, April 27, 2023. 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 the website of KFin at <https://evoting.kfintech.com> and shall also be communicated to the Stock Exchanges.

14. 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.
15. 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).

16. The instructions for Shareholders for e-voting are as under:

I. Login method for e-voting by 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.

B. Users not registered for IDeAS e-Services:

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.

C. By visiting the e-voting website of NSDL:

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.

	<p>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.</p> <p>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>
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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.

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:

Members facing any technical issue – NSDL	Members facing any technical issue – CDSL
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 18001020990 and 1800224430	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.

II. Login method for e-voting by 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 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.). 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 rajiv@beyondcompliance.in 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: Extension of Appointment of Mr. Udaya Kumar Hebbar (DIN: 07235226) as Managing Director & Chief Executive Officer of the Company for a further period of 2 (Two) years:

Mr. Udaya Kumar Hebbar (DIN: 07235226) was earlier re-appointed as Managing Director of the Company for a period of 3 (Three) years from June 26, 2020 to June 25, 2023, with an option to extend by a further period of 2 (two) years, subject to mutual agreement between the Company and Mr. Udaya Kumar.

Considering his rich experience & vast knowledge of the industry along with the fit and proper criteria as per the RBI Regulations, and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at their Meeting held on February 7, 2023, had approved the extension of appointment of Mr. Udaya Kumar Hebbar (DIN: 07235226) as Managing Director & Chief Executive Officer of the Company for a further period of 2 (two) years with effect from June 26, 2023, subject to approval of the Members of the Company.

Mr. Udaya has confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Managing Director & Chief Executive Officer. He is not debarred from holding directorship by virtue of any SEBI circular / order or any other authority.

The draft Agreement to be entered into by the Company with Mr. Udaya Kumar Hebbar is available for inspection electronically by the Members basis the request being sent on compliance@cagrameen.in mentioning their Name, DP ID, Client ID through their registered e-mail ID.

The main terms and conditions for extension of appointment of Mr. Udaya Kumar Hebbar as Managing Director & Chief Executive Officer are as follows:

- I. PERIOD:** From June 26, 2023 to June 25, 2025.
- II. REMUNERATION:** Increase in compensation to ₹330 (Three Hundred & Thirty) Lakhs p.a., excluding variable compensation in the form of Annual Performance Bonus, which shall not exceed 35% (Thirty Five Percent) of annual Cost-To-Company (CTC), and ESOP Allotments with vesting gains (equal vesting of 25% each in 4 years), which shall not exceed 125% (One Hundred & Twenty Five Percent) of annual CTC, as per applicable ESOP Policy, and total compensation payable shall be subject to the overall limits as specified under Section 197, read with Schedule V of the Companies Act, 2013 and the Rules made thereunder, for FY23-24.
- III. CONFIDENTIALITY:** Mr. Udaya Kumar Hebbar 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.
- 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. 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.

Except Mr. Udaya Kumar Hebbar, none of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in this resolution.

Board of Directors recommend the said Ordinary resolution in Item No. 1 for approval by the Members of the Company.

ADDITIONAL INFORMATION ON DIRECTOR RECOMMENDED FOR APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND APPLICABLE SECRETARIAL STANDARDS:

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

Other details with respect to his appointment is given below:

Name and DIN	Udaya Kumar Hebbar; (DIN: 07235226)
Age & Date of Birth (DoB)	Age: 62 years; DoB: June 01, 1960
Nationality	Indian
Date of first appointment on the Board	July 15, 2015
Relationship with other Directors, inter-se, Manager and other Key Managerial Personnel of the company	None
Experience	More than 36 years in Banking industry
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	<p>Extension of appointment of Mr. Udaya Kumar Hebbar as Managing Director & CEO of the Company for a further period of 2 (Two) years with effect from June 26, 2023 up to June 25, 2025.</p> <p>On same terms and conditions of his existing term but with an increase in compensation of ₹330 (Three Hundred & Thirty) Lakhs p.a., excluding variable compensation in the form of Annual Performance Bonus, which shall not exceed 35% (Thirty Five Percent) of annual Cost-To-Company (CTC), and ESOP Allotments with vesting gains (equal vesting of 25% each in 4 years), which shall not exceed 125% (One Hundred & Twenty Five Percent) of annual CTC, as per applicable ESOP Policy, and total compensation payable shall be subject to the overall limits as specified under Section 197, read with Schedule V of the Companies Act, 2013 and the Rules made thereunder, for FY23-24.</p>
Remuneration last drawn	₹ 264.50 Lakhs during FY 2021-22 (including 15% increment and excluding Annual Performance Bonus)

Qualifications	<ul style="list-style-type: none"> - Bachelor's Degree in Commerce - Master's degree in commerce - certificated associate from the Indian Institute of Bankers and holds a diploma from Vanderbilt University 						
Nature of expertise in specific functional areas	Banking, Micro-Finance, Audit & Financing, Regulatory & Compliance, and Risk Management						
Number of shares & % of holding	2,91,280 equity shares of ₹ 10 each; (0.19%)						
List of Directorships held in other Listed / Public Limited Companies	Nil						
Chairmanships/Memberships of Committees in other Listed / Public Limited Companies	Nil						
Listed entities from which the person has resigned in the past three years	Nil						
Number of Board meetings attended	<table style="width: 100%; border: none;"> <tr> <td style="width: 33%;">FY 22:</td> <td style="width: 33%;">Held: 7</td> <td style="width: 33%;">Attended:7</td> </tr> <tr> <td>FY 23 (as on date):</td> <td>Held: 8</td> <td>Attended:8</td> </tr> </table>	FY 22:	Held: 7	Attended:7	FY 23 (as on date):	Held: 8	Attended:8
FY 22:	Held: 7	Attended:7					
FY 23 (as on date):	Held: 8	Attended:8					

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

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

**Date: March 24, 2023
Place: Bengaluru**

Sd/-
M. J. Mahadev Prakash
Company Secretary & Chief Compliance Officer
ACS: 16350