

August 2, 2019

The General Manager  
Department of Corporate Services – Listing  
Department  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400001

The Vice President, Listing Department  
National Stock Exchange of India Limited  
The Exchange Plaza  
Bandra Kurla Complex  
Bandra (East)  
Mumbai 400051

Dear Sirs,

**Subject: Declaration of results of E-Voting at 28<sup>th</sup> Annual General Meeting (AGM) held on August 01, 2019**

With reference to the captioned subject, we are enclosing a copy of Declaration of the voting results along with Scrutinizer Report in relation to the E voting (Remote E voting and venue E voting). These documents will also be made available on the website of the Company [www.grameenkoota.org](http://www.grameenkoota.org) and on the website of Karvy Fintech Private limited, the Registrar & Transfer Agent of the Company at <http://evoting.karvy.com>.

We request you to kindly take the above information on your record.

Thank you,

Yours sincerely

**CreditAccess Grameen Limited**



**Syam Kumar R**  
**Company Secretary**

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**CreditAccess Grameen Limited**

(Formerly known as Grameen Koota Financial Services Pvt Ltd.)

Regd & Corporate Office: #No. 49, 46th Cross, 8th Block, Jayanagar, Bangalore – 560071

Phone – 080 22637300; Fax: 080-26643433; Email: [info@grameenkoota.org](mailto:info@grameenkoota.org) | Website: [www.grameenkoota.org](http://www.grameenkoota.org) |

CIN: L51216KA1991PLC053425

**28<sup>th</sup> ANNUAL GENERAL MEETING HELD ON THURSDAY, AUGUST 1, 2019 AT 10.30 A.M. AT BENGALURU, KARNATAKA**

**DECLARATION OF VOTING RESULTS**

The 28<sup>th</sup> Annual General Meeting ("AGM") of CreditAccess Grameen Limited ("the Company") was held on Thursday, August 1, 2019 at Pai Vista Convention Hall, II floor, GSB Bhavan, # 34, Patalamma Temple Road, Near South End Circle, Basavanagudi, Bangalore-560004.

Pursuant to the provision of Section 108 of the Companies Act, 2013 read with the rules prescribed thereunder and in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided e-voting facility to its Members holding shares as on the cut-off date July 26, 2019 to cast their votes electronically on all the resolutions mentioned in the Notice of AGM dated June 14, 2019.

The e-voting commenced at 9.00 a.m. on July 29, 2019 and concluded at 5.00 p.m. on July 31, 2019.

For the Members who attended the AGM either in person or through proxy and who had not casted their votes through e-voting, the Company provided the voting facility at the AGM on all resolutions contained in the Notice of the AGM.

Mr. C. Dwarakanath, Company Secretary in Practice acted as a Scrutinizer for the entire voting process.

Based on the Scrutinizer's Report dated August 2, 2019 for e-voting and voting at the AGM (attached hereto), I declare the items and resolutions proposed in the Notice convening the AGM as passed with requisite majority and the details are as follows:

<b>Resolutions passed</b>	<b>% of votes in Favour</b>	<b>% of votes in Against</b>
1. To receive, consider and adopt the Audited Statement of Profit and Loss for the financial year ended March 31, 2019, the Audited Balance Sheet as at that date, together with the Cash Flow Statement, the Report of the Board of Directors and Independent Auditors thereon. (Ordinary Resolution)	100	0.00
2. To appoint a Director in place of Mr. Sumit Kumar (DIN: 07415525) who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and Article 58 of	99.85	0.15

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the Articles of Association and being eligible, offers himself for re-appointment. (Ordinary Resolution)		
3. To fix the remuneration of Statutory Auditors for the year 2019-2020. (Ordinary Resolution)	100	0.00
4. Amendment to the GKFSPL Employees Stock Option Plan – 2011 (Special Resolution)	97.08	2.92
5. Appointment of Mr. Boddupalli Ram Diwakar, CFO as Director - Finance (Special Resolution)	99.85	0.14
6. Approval of revision in remuneration of Mr. Udaya Kumar Hebbar, Managing Director & Chief Executive Officer (MD &CEO) (Special Resolution)	100	0.00

Thanking you,

Yours sincerely

**For CreditAccess Grameen Limited**



**Udaya Kumar Hebbar**  
**Managing Director & CEO**

Date: August 2, 2019

Place: Bengaluru

**CreditAccess Grameen Limited**

(Formerly known as Grameen Koota Financial Services Pvt Ltd.)

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**Dwarakanath C**Company Secretary in Practice  
B.Com., LL.B., FCS**COMBINED SCRUTINIZER'S REPORT ON REMOTE E-VOTING AND  
ELECTRONIC VOTING AT THE ANNUAL GENERAL MEETING**

To,

The Chairman of the 28<sup>th</sup> Annual General Meeting of the Equity Shareholders of **CREDITACCESS GRAMEEN LIMITED** (the "**Company**") (formerly known as *Grameen Koota Financial Services Private Limited*) held on Thursday, August 1, 2019 at 10.30 A.M. (IST) at Pai Vista Convention Hall, II floor, GSB Bhavan, # 34, Patalamma Temple Road, Near South End Circle, Basavanagudi, Bengaluru - 560 004, Karnataka.

Dear Sir,

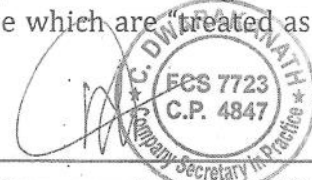
I, Dwarakanath C, Company Secretary in Practice, have been appointed as Scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the votes cast through remote e-voting conducted pursuant to Section 108 and 109 of the Companies Act, 2013 (the "**Act**") and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 read with Regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the votes cast through electronic voting at the venue in respect of the resolutions proposed at the 28<sup>th</sup> Annual General Meeting of the equity shareholders the Company held on Thursday, August 1, 2019 at 10.30 A.M. (IST) at Pai Vista Convention Hall, II floor, GSB Bhavan, # 34, Patalamma Temple Road, Near South End Circle, Basavanagudi, Bengaluru - 560 004, Karnataka (the "**AGM**").

The notice dated June 14, 2019 along with the statement setting out the material facts under Section 102 of the Act were sent to the shareholders in respect of the below mentioned resolutions proposed at the AGM.

The shareholders of the Company holding shares as on the relevant date i.e. 26<sup>th</sup> July 2019 were entitled to vote on the resolutions as contained in the notice of the AGM.

The Company has engaged the services of the Karvy Fintech Private Limited (the "**karvy**") for providing the e-voting facility. The voting period for remote e-voting commenced on Monday, July 29, 2019 at 9.00 A.M. IST and ended on Wednesday, July 31, 2019 at 5.00 P.M. IST.

The management of the Company is responsible to ensure compliance of the provisions of the Act and other applicable laws, relating to the remote e-voting and electronic voting at the AGM. My responsibility as a Scrutinizer is restricted to making a consolidated scrutinizer's report of the votes cast "For" or "Against" the resolution as stated in the notice of the AGM or those which are "treated as



invalid", based on the report generated from the e-voting system provided by the Karvy and the scrutiny of the electronic votes cast at the AGM.

After counting the votes cast electronically at the venue of the AGM, the votes cast through remote e-voting facility was duly unblocked on 1<sup>st</sup> August 2019 at 11:50 a.m. in the presence of two witnesses, viz., Mr. Ananta R Deshpande, currently residing at No.22B, 5<sup>th</sup> Cross, Arunachalam Layout, Papareddy Palya, Nagarabhavi 2<sup>nd</sup> Stage, Bengaluru - 560072 and Ms. Kavya Sree, currently residing at 1<sup>st</sup> Avenue, Teacher's colony, HSR layout, Sector -5, Bengaluru - 560 034, who are not in employment of the Company.

Thereafter, the details of the votes cast "For" or "Against" and those which were "invalid" were extracted from the e-voting at venue and the list of equity shareholders who voted "For" or "Against" was downloaded from the e-voting website of the Karvy i.e. <http://evoting.karvy.com>

I now submit my consolidated report on the remote e-voting and electronic voting at venue as under:



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**Resolution No. 1 - Adoption of Financial Statements - Ordinary Resolution**

To receive, consider and adopt Audited Statement of Profit and Loss for the financial year ended March 31, 2019, the Audited Balance Sheet as at that date, together with the Cash Flow Statement, the Report of the Board of Directors and Independent Auditors thereon.

(i) Voting "*in Favour*" of the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	77	128558202	99.59
e-Voting at the meeting	72	534138	0.41
<b>Total</b>	<b>149</b>	<b>129092340</b>	<b>100</b>

(ii) Voted "*against*" the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	00	00	00
e-Voting at the meeting	03	14	00
<b>Total</b>	<b>03</b>	<b>14</b>	<b>00</b>

(iii) *Invalid Votes*

	Total number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (shares)
Remote e- voting	00	00
e-Voting at the meeting	00	00
<b>Total</b>	<b>00</b>	<b>00</b>



**Resolution No. 2 – To appoint a Director in place of Mr. Sumit Kumar (DIN: 07415525) who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and Article 58 of the Articles of Association and being eligible, offers himself for re-appointment - Ordinary Resolution**

(i) Voting "*in Favour*" of the resolution

	Total Number of members present and exercised their votes(in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	75	128367159	99.44
e-Voting at the meeting	72	534138	0.41
<b>Total</b>	<b>147</b>	<b>128901297</b>	<b>99.85</b>

(ii) Voted "*against*" the resolution

	Total Number of members present and exercised their votes(in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	03	191043	0.15
e-Voting at the meeting	03	14	0.00
<b>Total</b>	<b>06</b>	<b>191057</b>	<b>0.15</b>

(iii) *Invalid Votes*

	Total number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (shares)
Remote e- voting	00	00
e-Voting at the meeting	00	00
<b>Total</b>	<b>00</b>	<b>00</b>



**Resolution No. 3 - To fix the remuneration of Statutory Auditors for the financial year 2019-20 -Ordinary Resolution**

(i) Voting "*in Favour*" of the resolution

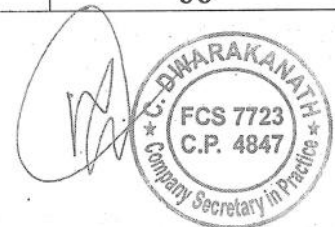
	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	76	128558159	99.59
e-Voting at the meeting	72	534138	0.41
<b>Total</b>	<b>148</b>	<b>129092297</b>	<b>100</b>

(ii) Voted "*against*" the resolution

	Total Number of members present and exercised their votes(in person or proxy)	Total Number of votes cast by them (shares)	% of total number of valid votes cast
Remote e- voting	02	43	00
e-Voting at the meeting	03	14	00
<b>Total</b>	<b>05</b>	<b>57</b>	<b>00</b>

(iii) *Invalid Votes*

	Total number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (shares)
Remote e- voting	00	00
e-Voting at the meeting	00	00
<b>Total</b>	<b>00</b>	<b>00</b>





**Resolution No.4 – Amendment to the GKFSPL Employees Stock Option Plan 2011-  
 Special Resolution**

(i) Voting "*in Favour*" of the resolution

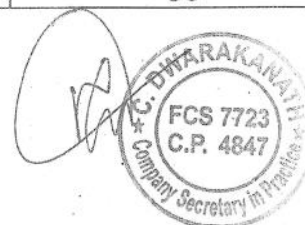
	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	68	124786242	96.66
e-Voting at the meeting	72	534138	0.42
<b>Total</b>	<b>140</b>	<b>125320380</b>	<b>97.08</b>

(ii) Voted "*against*" the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	09	3771960	2.92
e-Voting at the meeting	03	14	0.00
<b>Total</b>	<b>12</b>	<b>3771974</b>	<b>2.92</b>

(iii) Invalid Votes

	Total number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (shares)
Remote e- voting	00	00
e-Voting at the meeting	00	00
<b>Total</b>	<b>00</b>	<b>00</b>



**Resolution No.5 – Approval of Mr. Boddupalli Ram Diwakar, CFO as Director - Finance – Special Resolution**

(i) Voting "*in Favour*" of the resolution

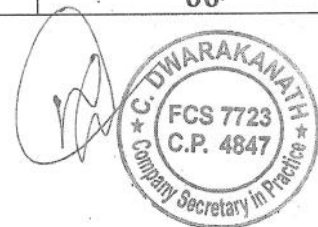
	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	75	128367189	99.44
e-Voting at the meeting	72	534138	0.41
<b>Total</b>	<b>147</b>	<b>128901327</b>	<b>99.85</b>

(ii) Voted "*against*" the resolution

	Total Number of members present and exercised their votes(in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	02	191013	0.15
e-Voting at the meeting	03	14	0.00
<b>Total</b>	<b>05</b>	<b>191027</b>	<b>0.15</b>

(iii) Invalid Votes

	Total number of members present and exercised their votes(in person or proxy) whose votes were declared invalid	Total number of votes cast by them (shares)
Remote e- voting	00	00
e-Voting at the meeting	00	00
<b>Total</b>	<b>00</b>	<b>00</b>



**Resolution No.6 - Approval of revision in remuneration of Mr. Udaya Kumar Hebbar, Managing Director & Chief Executive Officer (MD & CEO)- Special Resolution**

(i) Voting "*in Favour*" of the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	73	128558019	99.59
e-Voting at the meeting	72	534138	0.41
<b>Total</b>	<b>145</b>	<b>129092157</b>	<b>100</b>

(ii) Voted "*against*" the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (no. of shares)	% of total number of valid votes cast
Remote e- voting	02	43	00
e-Voting at the meeting	03	14	00
<b>Total</b>	<b>05</b>	<b>57</b>	<b>00</b>

(iii) Invalid Votes

	Total number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (shares)
Remote e- voting	00	00
e-Voting at the meeting	00	00
<b>Total</b>	<b>00</b>	<b>00</b>



A separate Report of the Scrutinizer in Form MGT-13, of even date, has been issued for the results of the electronic voting at the venue of the AGM.

Thanking you.


Yours faithfully,



**Dwarakanath C**  
**Company Secretary in Practice**  
**(FCS: 7723 C.P. No: 4847)**

**Date: 2<sup>nd</sup> August 2019**


**Witness:**



.....  
Ananta R Deshpande



.....  
Kavya Sree



**Syam Kumar R**  
**Company Secretary**  
**FCS Membership No: 6086**

**Date: 2<sup>nd</sup> August 2019**

