

To,
Ms. Ketki Bhaidkar
Senior Executive - Legal & Operations
SBI CAP Trustee Limited
Apeejay House, 6th Floor, 3,
Dinshaw Wachha Road, Churchgate,
Mumbai - 400020

December 17, 2020

Madam

Sub: Request for consent for dispensation of the creditors meeting pursuant to Section 230(9) of the Companies Act, 2013 for the proposed amalgamation of Madura Micro Finance Limited into CreditAccess Grameen Limited pursuant to Sections 230 to 232 of the Companies Act, 2013

- 1.1 CreditAccess Grameen Limited ("CAGL") has availed certain financing facilities from State Bank of India.
- 1.2 Pursuant to certain share purchase agreements entered into between certain shareholders of CAGL and Madura Micro Finance Limited ("MMFL") CAGL has purchased over 76% of MMFL.
- 1.3 On November 27, 2019, the Board of Directors of CAGL approved a scheme of arrangement ("Scheme") amongst CAGL, MMFL and their respective shareholders and creditors, under the provisions of Sections 230 to 232 of the Companies Act, 2013, which provides for the amalgamation of MMFL into CAGL.
- 1.4 CAGL and MMFL will now be filing the Scheme with the relevant National Company Law Tribunals. Upon effectiveness of the Scheme, shareholders of MMFL (as of a record date) would be issued 157 equity shares for every 100 equity shares they hold in MMFL.
- 1.5 CAGL has filed applications with the National Stock Exchange of India Limited and the BSE Limited under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015. The relevant documents in this regard will be available on the websites of the National Stock Exchange of India Limited and the BSE Limited once approved by the stock exchanges and are presently available on CAGL's website.

2. Request for consent

- 2.1 We request your consent for dispensation of the creditors meeting pursuant to Section 230(9) of the Companies Act, 2013 in the format set forth in **Annexure I**.
3. Should you require any clarifications, please do not hesitate to reach out to us.

Yours faithfully,

For and on behalf of CreditAccess Grameen Limited


S Balakrishna Kamath
Chief Financial Officer



Our Financial Products



Micro Finance



Retail Finance

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
BENGALURU BENCH**

CP/CAA/ /BB/2020

In the matter of the Companies Act, 2013;

AND

In the matter of Application under Sections 230 -232 and other relevant provisions of the Companies Act, 2013;

AND

In the matter of Scheme of Arrangement between Madura Micro Finance Limited and CreditAccess Grameen Limited and their respective shareholders and creditors.

BETWEEN

Madura Micro Finance Limited

...Transferor Company/Applicant No. 1

AND

CreditAccess Grameen Limited

...Transferee Company/Applicant No. 2

**AFFIDAVIT IN COMPLIANCE OF SUB SECTION (9) OF
SECTION 230 OF THE COMPANIES ACT, 2013**

I, *[insert name]*, aged about [●], residing at *[insert address]* on behalf of *[insert entity name who is the secured creditor, if applicable]* do solemnly affirm and state as under:

1. I state that *[insert entity name]* is / I am a secured creditor (“**Creditor**”) of CreditAccess Grameen Limited, i.e. the Transferee Company. I am authorized and well conversant with the facts, to make this affidavit. The board resolution/power of attorney authorizing me to sign the present affidavit on behalf of *[insert entity name, if applicable]* is annexed to this affidavit as **Annexure A** .

2. I state that, as per records, the amount outstanding from CreditAccess Grameen Limited (hereinafter referred to as the “**Company**”) to the Creditor as on [*insert date*] is Rs. [●].
3. I state that I have perused the proposed Scheme of Arrangement between Madura Micro Finance Limited and the Company and their respective shareholders and creditors (hereinafter referred to as the “**Scheme**”) and hereby:
 - (i) accord my consent and approve the same with or without any modification whatsoever;
 - (ii) confirm that I agree with the decision of the board of directors of the Company to seek dispensation from holding the meeting of its secured creditors under Section 230 to 232 of the Companies Act, 2013 and /or any re-enactment thereof, as applicable, from this Hon’ble Tribunal;
 - (iii) in order to expedite the procedure, I request this Hon’ble Tribunal to waive/dispense with calling of the meeting of the secured creditors of the Company for approving the Scheme; and
 - (iv) unconditionally authorise the board of directors of the Company (or such person(s) authorised by the board of directors) to assent, in their full and absolute discretion, to any alteration or modification to the Scheme which this Hon’ble Tribunal may deem fit to impose for the purpose of sanctioning the Scheme.

VERIFICATION

I, the deponent above named, do hereby verify that the contents of the above Affidavit are true and correct on the basis of the records, no part of it is false and nothing material has been concealed therefrom

Signed by me on this _____ day of _____, 2020

DEPONENT