



CREDITACCESS LIFE INSURANCE LIMITED

Regd. Office: #595 1st Floor, 15th Cross, 1st Phase Outer Ring
Road, J. P. Nagar, Bengaluru, Karnataka– 560078

CIN: U66020KA2019PLC120540

Website: www.creditaccesslife.in Email: cs@calife.in

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the 7th Annual General Meeting (AGM') of the Members of CreditAccess Life Insurance Limited will be held on **Tuesday, September 29, 2026, at 11:30 A.M. (IST)** through Videoconferencing / 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 of the Company for the financial year ended March 31, 2026, comprising the Balance Sheet as at that date, the Profit and Loss Account, Receipts and Payment Account and Revenue Account for the year ended on that date, together with the Report of the Management, the Board's Report and the Auditor's Report thereon, be and are hereby considered, approved and adopted."

Item No. 2: Appointment of Shri Matteo Pusineri (DIN: 09150923) 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, Shri Matteo Pusineri (DIN: 09150923), 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 BUSINESS:

Item No. 3: Amendments to the CreditAccess Life Insurance Limited Employee Stock Option Plan 2023:

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, to the extent applicable, and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, and the provisions of the CreditAccess Life Insurance Limited Employee Stock Option Plan 2023 ("ESOP Plan"), and such other applicable laws, regulations, circulars and guidelines, consent of the Members be and is hereby accorded to amend the ESOP Plan in the following manner:

a. *Clause 7 - Selection of Eligible Employee(s) shall be amended by inserting the following provision:*

“The Committee may grant Options to new hires, including KMPs and Senior Management personnel, as a joining incentive subject to such special vesting conditions as may be prescribed under Clause 9.”

b. *A new Clause 9.1.A - Special Vesting Condition for Joining ESOP Grants shall be inserted as under:*

“Notwithstanding anything contained in Clause 9.1 or elsewhere in this Plan, where Options are granted to a Key Management Personnel (KMP) or a member of Senior Management at the time of joining the Company as a joining bonus, sign-on incentive, or other similar upfront retention award, no portion of such Options shall vest prior to the completion of 3 (three) years from the Grant Date. The first tranche of such Options shall vest upon completion of the third year from the Grant Date, and the remaining Options shall vest thereafter in such tranches and on such dates as may be determined by the Committee and specified in the Option Documents. The Committee may prescribe separate vesting schedules for such grants based on the requirements and retention objectives.

The grant of such Options shall be subject to the approval of the Committee or Board of Directors, as may be applicable.

c. *A New Clause 9.4 - Accelerated Vesting upon Change of Control shall be inserted:*

“Notwithstanding anything contained in this ESOP Plan or the Option Documents and subject to the Regulatory approvals, if any, in the event of a Change of Control, merger, amalgamation, sale of substantially all assets, strategic investment, IPO, or any other liquidity event as determined by the Committee, the Committee may, in its discretion:

- (a) accelerate the Vesting of all or any portion of the Unvested Options of the KMPs;*
- (b) deem the Vesting Criteria to have been satisfied in whole or in part;*
- (c) require Exercise of Vested Options within such period as may be specified; or*
- (d) provide for cash settlement, substitution, rollover, exchange or continuation of Options on terms considered fair and reasonable by the Committee.*

The Committee's determination in this regard shall be final and binding on the Option Holders.”

RESOLVED FURTHER THAT the Nomination and Remuneration Committee of the Company be and is hereby authorised to take all such actions, decisions and steps as may be necessary, expedient or desirable for giving effect to this resolution, including making consequential amendments to the ESOP Plan, grant documents, policies and other related records.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Committee, or the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute all such documents as may be required to give effect to this resolution.”

**#595 1st Floor, 15th Cross, 1st Phase Outer
Ring Road, J. P. Nagar, Bengaluru-560078**

**Place: Bengaluru
Date: September 7, 2026**

**By order of the Board of Directors of
CreditAccess Life Insurance Limited**

**Sd/-
Ganesh Hegde
Company Secretary
Membership No: A53751**

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) vide its General Circular No.14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No.22/2020 dated June 15, 2020, Circular No.33/2020 dated September 28, 2020, Circular No.39/2020 dated December 31, 2020, Circular No.10/2021 dated June 23, 2021, Circular No.20/2021 dated December 08, 2021, Circular No.03/2022 dated May 05, 2022, Circular No.11/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 and in continuation with Circular No. 09/2024 dated September 19, 2024 (“the MCA Circulars”) has permitted Companies to hold the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”) without physical presence of the Members at a common venue.

Accordingly, in compliance with the MCA Circulars, the AGM of the Company is being held through VC. The deemed venue of the Annual General Meeting shall be the Registered Office of the Company.

2. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company.
3. However, since the AGM is being held through VC, the physical presence of the Members has been dispensed with and accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
4. A Statement pursuant to Section 102 of the Companies Act, 2013 in respect of all the Special Business and such Ordinary Business as may require an explanatory statement, is annexed hereto.
5. Corporate Shareholders are required to provide a resolution/ authorization letter authorizing their representative to attend the AGM on its behalf. Copies of such Resolution/ Letter under Section 113(1) (a) of the Companies Act, 2013, authorizing such person(s) to attend the meeting should be forwarded prior to the meeting to the Company Secretary by email to the designated email id cs@calife.in
6. In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report 2025-26 is being sent through electronic mode to Members at email addresses which are registered with the Company. Members may note that the Notice and the Annual Report 2025-26 will also be available on the Company’s website https://creditaccesslife.in/investor_relations.php
7. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. Since the AGM is being held through VC, Route Map is not annexed in this Notice.
9. All the documents referred to in the notice and explanatory statement shall be available for inspection by the Members at the Registered Office of the Company during business hours.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION PURSUANT APPLICABLE SECRETARIAL STANDARDS:

Item No.3: Amendments to the ESOP Plan:

The CreditAccess Life Insurance Limited Employee Stock Option Plan 2023 ("ESOP Plan") was introduced to attract, retain and motivate employees and to align their interests with the long-term growth and value creation objectives of the Company.

In order to strengthen the Company's ability to attract and retain experienced leadership talent and key executives in a competitive market, the Board of Directors of the Company ("Board"), based on the recommendation of the Nomination and Remuneration Committee ("NRC"), has approved certain amendments to the ESOP Plan.

The proposed amendments seek to expressly enable the grant of stock options to Key Managerial Personnel ("KMPs") and members of Senior Management, as a joining bonus, sign-on incentive or other similar retention award. The amendments further provide that no portion of such options shall vest prior to the completion of three years from the Grant Date and that the remaining options shall vest thereafter in such tranches and on such dates as may be determined by the NRC and specified in the relevant grant documentation.

Further, the proposed amendments seek to introduce a provision for accelerated vesting of stock options in the event of a merger, amalgamation, scheme of arrangement, change in control, or any other similar corporate restructuring transaction involving the Company. The Board believes that such a provision is necessary to safeguard the interests of eligible employees and ensure continuity of retention incentives during periods of significant corporate change. In the absence of accelerated vesting, employees may be exposed to uncertainty regarding the treatment of their unvested awards, which could adversely impact retention and business continuity at a critical juncture. The proposed amendment would enable the NRC to provide appropriate vesting acceleration, in whole or in part, in such circumstances, thereby aligning employee interests with the successful completion of the transaction, preserving the intended value of the awards, and ensuring that employees are treated fairly in connection with events that may materially affect their continued employment or the Company's share capital structure.

The proposed amendments are intended to provide the Company with greater flexibility in structuring competitive compensation and retention arrangements for leadership talent, while ensuring that such grants remain aligned with the Company's long-term strategic objectives and employee retention goals. The amendments are also expected to enhance the Company's ability to recruit high-calibre professionals in key leadership positions.

Pursuant to Section 62(1)(b) and other applicable provisions of the Companies Act, 2013, and the terms of the ESOP Plan, approval of the Members is being sought for the aforesaid amendments to the ESOP Plan. Except as specifically proposed in the resolution, all other terms and conditions of the ESOP Plan shall remain unchanged. The proposed amendments shall apply prospectively to grants made pursuant thereto and shall not adversely affect any options already granted under the ESOP Plan, except as may otherwise be permitted under the terms of the ESOP Plan and applicable law.

A copy of the ESOP Plan incorporating the proposed amendments shall be available for inspection by the Members during business hours at the Registered Office of the Company up to the date of the meeting and shall also be made available electronically upon request.

The Board recommends the special resolution set out under Item No. 3, in the Notice for approval of the Members. None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

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J. P. Nagar, Bengaluru-560078**

**By order of the Board of Directors of
CreditAccess Life Insurance Limited**

**Place: Bengaluru
Date: September 7, 2026**

**Sd/-
Ganesh Hegde
Company Secretary**

INSTRUCTIONS ATTENDING THE AGM THROUGH VIDEO CONFERENCING ARE AS UNDER:

I. Participation:

- a) The members may attend this AGM through VC / OAVM using the below link:
<https://teams.microsoft.com/meet/439871570101583?p=Pza5YFaubrNzFmonII>
- b) The facility for joining the AGM through VC / OAVM will be open 15 minutes prior to the scheduled time of the commencement of the AGM and it would be closed 15 minutes after the end of the scheduled time.
- c) In order to ensure smooth participation, the Members or their Representatives are requested to ensure that the device used for attending the AGM through video conferencing has strong internet connectivity.

II. Voting:

- a) The voting at the Annual General Meeting shall be done by hand. In case a poll is demanded, the Chairman shall follow the procedure provided in Section 109 of the Companies Act, 2013 and Rules made thereunder.
- b) On demand of poll, the Members may vote by sending an e-mail at the registered email address of the Company at cs@calife.in stating their assent/ dissent.

III. Other Instructions/Information:

- a) Members are requested to address all communications through their registered email address only.
- b) The recorded transcript shall be available on the website of the Company within 7 days from the conclusion of the AGM.
- c) Members will be allowed to pose questions concurrently, during the course of the Meeting. The queries can also be given in advance at cs@calife.in
- d) Members who need assistance before or during the AGM, may contact Shri Ganesh Hegde, Company Secretary at his email cs@calife.in