



SATIN CREDITCARE NETWORK LIMITED

CIN: L65991DL1990PLC041796

Regd. Office: 5th Floor, Kundan Bhawan,
Azadpur Commercial Complex, Azadpur, Delhi-110033
Phone: 011-47545000 Fax: 011-23328951

E-mail: investors@satincare.com **Website:** www.satincare.com

Postal Ballot Notice

[Notice pursuant to Section 110 of the Companies Act, 2013, read with rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read together with rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or reenactment thereof for the time being in force) and secretarial standard-2 issued by The Institute of Company Secretaries of India and further pursuant to applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for passing resolution(s) under Section 14 of the Companies Act, 2013. The resolution(s) appended below are proposed to be passed by the Members through postal ballot which includes electronic voting (E-Voting). The explanatory statement pertaining to the aforesaid resolution(s) setting out the material facts concerning the item and the reasons thereof is annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Mr. Rajeev Bhatia, Practicing Chartered Accountant (Membership No.: 089018), as the Scrutinizer for conducting the postal ballot which includes voting by electronic means in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed 'Business Reply Envelope'. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post/speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed 'Business Reply Envelope'. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than business closing hours (i.e. till 06.00 p.m.) on March 18, 2016 to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member.

Members desiring to opt for E-Voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through Electronic Means'.

The Scrutinizer will submit his report to the Chairman of the Company after the completion of the scrutiny of the postal ballots (including E-Voting). The result of postal ballot shall be declared on or before March 22, 2016 at the registered office of the company and will be communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent and shall also be displayed on the Company's website i.e. www.satincare.com.

The resolution if passed by requisite majority shall be deemed to have been passed on the last date specified for receipt of duly completed postal ballot forms or E-Voting i.e. March 18, 2016.

Approval of members of the Company is sought by way of **Postal Ballot** which includes electronic voting in respect of the following business:

SPECIAL BUSINESS

Item No.-1-Amendments in the Articles of Association of the company under Section 14 of the Companies Act, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) and re-enactment thereof for the time being in force), the new set of altered articles of association in substitution of existing articles of association of the Company be and is hereby adopted.

RESOLVED FURTHER THAT Mr. H P Singh, Chairman cum Managing Director (DIN:00333754) and Choudhary Runveer Krishanan, Company Secretary & Compliance Officer be and are hereby singly and severally authorised, to sign, execute, file all the requisite documents with Registrar of Companies, NCT of Delhi and Haryana and other authorities as may be required and to do all such other acts, deeds, matters and things as deem necessary, proper or expedient to give effect to the above resolution.”

Registered Office:

5th Floor, Kundan Bhawan
Azadpur Commercial Complex, Delhi-110033
CIN: L65991DL1990PLC041796

Place: Delhi

Date: February 10, 2016

**By Order of the Board of Directors
For SATIN CREDITCARE NETWORK LIMITED**

Sd/-

**Choudhary Runveer Krishanan
(Company Secretary & Compliance Officer)**

NOTES:

1. The explanatory statement pursuant to Sections 102 of the Companies Act, 2013 setting out all material facts concerning the aforesaid special business and reasons thereof are annexed hereto.
2. The Board of Directors of the company vide its meeting held on February 10, 2016 has appointed Mr. Rajeev Bhatia, Practicing Chartered Accountant (Membership No.: 089018) as Scrutinizer for conducting the postal ballot which includes voting by electronic means in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of members/record(s) of depositories as on cut-off date i.e. February 05, 2016. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope. Person who is not a member of the Company on February 05, 2016 should treat this notice for information purposes only.
4. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolution(s) through the E-Voting service facility arranged by National Securities Depositories Limited (NSDL). The instructions for electronic voting are annexed to this Notice.
6. The Members can opt for only one mode of voting, i.e., either by physical ballot or E-Voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
7. In case a Member is desirous of obtaining a printed Postal Ballot Form along with notice or a duplicate, he or she may send an e-mail to Choudhary Runveer Krishanan, Company Secretary & Compliance Officer of the Company at runveer.krishanan@satincreditcare.com. The Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member. Members may note that the notice and Postal Ballot Form will also be available on the Company's website www.satincreditcare.com for download.
8. A Member cannot exercise his vote by proxy on postal ballot.
9. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till March 18, 2016.
10. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 06.00 p.m.) on March 18, 2016. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by

courier or registered/ speed post at the expense of the Members will also be accepted. If any postal ballot is received after close of business hours on March 18, 2016, it will be considered that no reply has been received.

11. The Scrutinizer shall after the last date of receipt of postal ballot i.e., March 18, 2016 prepare & submit a consolidated report on E-Voting and voting by ballots of the total votes casted in favor and against, if any, to the Chairman or person authorized by him in writing who shall countersign the same, on or before March 21, 2016.
12. After receipt of report from the Scrutinizer, the Chairman or any Director of the Company duly authorized will announce the result of the voting by postal ballot on or before 06.00 p.m., on Tuesday, March 22, 2016 at the Registered Office and will also be displayed on the website of the Company (<http://www.satincreditcare.com/notice.php>), besides being communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent on the said date. The result of postal ballot will also be available on the website of NSDL.

VOTING THROUGH ELECTRONIC MEANS

In compliance with provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide members facility to exercise their right to vote on resolution pursuant to Section 14 of the Companies Act, 2013 for altering the Articles of Association of the Company by electronic means and the business may be transacted through E-Voting services provided by NSDL. The members may download the notice and cast their vote electronically. The website address is www.evoting.nsd.com.

Note: Please read the instructions printed below before exercising your vote.

The instructions for members for voting electronically are as under:

- I. In case of members receiving e-mail from NSDL (for members whose e-mail addresses are registered with the Company):
 - a. Open the e-mail and also open password protected PDF file viz. "**SCNLpostalballotnotice2016A.pdf**" with your Client ID or Folio No. as password to open PDF file which contain your user ID and Password for e-voting. Please note that the password is an initial password.
 - b. Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
 - c. Click on Member – Login.
 - d. If you are already registered with NSDL for e-voting then you can use your existing user id and password.
 - e. If you are logging in for the first time, please enter the user ID and Password as initial password noted in step (a) above. Click Login.
 - f. The Password change menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum 8 digits/characters or a combination of both. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - g. Once the e-Voting home page opens, click on E-Voting: Active Voting Cycles.
 - h. Select EVEN (E-Voting Event Number) of Satin Creditcare Network Limited which is **103759**. For an EVEN, you can login any number of times on e-voting platform of NSDL till you have voted on the resolution during the voting period.
 - i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - j. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - k. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - l. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail: evotingrajivbhatia@gmail.com with a copy marked to evoting@nsdl.co.in.
- II. In case of Members receiving physical copy of the Notice of Postal Ballot (for members whose email addresses are not registered with the Company/Depositories):
 - a. Initial password is provided in the enclosed Postal Ballot Form: EVEN, user id and password.
 - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) as mentioned in (I) above, to cast vote.

III. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-Voting User Manual for Members, available at the 'Downloads' section of www.evoting.nsdl.com.

IV. Other Instructions:

- a. Members of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date, i.e. February 05, 2016 may avail the facility of E-Voting.
- b. Members who are already registered with NSDL for E-Voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- c. The E-Voting period commences on February 18, 2016 at 10.00 a.m. and ends on March 18, 2016 at 06.00 p.m. The E-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- d. Members may contact Choudhary Runveer Krishanan, Company Secretary & Compliance Officer at 011-47545000 and/or at [email: runveer.krishanan@satincreditcare.com](mailto:runveer.krishanan@satincreditcare.com) for any information or queries pertaining to electronic voting.

EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Amendments in Articles of Association of the company under Section 14 of the Companies Act, 2013

The Company has entered into Restated Shareholder's Agreement with Promoters of the Company, Danish Microfinance Partners K/S, Shore Cap II Limited, NMI Fund III KS, MV Mauritius Limited and SBI FMO Emerging Asia Financial Services Pte. Ltd. and an Investment Agreement between Promoters of the Company and SBI FMO Emerging Asia Financial Services Pte. Ltd. on February 20, 2015. Further pursuant to article 155A of the Articles of Association of the Company the shares of the Company got listed with National Stock Exchange of India Limited and BSE Limited on August 26, 2015 and October 20, 2015 respectively. Consequent to that listing, Shareholders agreement shall automatically terminate except the rights which are specified under regulation 13.2.3 of the respective agreement.

The Articles of Association of the Company needs to be altered in order to give effect to the provisions contained in the above-said Agreement.

Further, the Board of Directors of the company vide its meeting held on February 10, 2016 has approved the above said amendments in the Articles of Association of the Company.

The copy of the new set of Article of Association of the Company is available at the registered office of the Company during business hours on all working days from the date of dispatch of the Notice till March 18, 2016 and any Member can send a request for the complete set of the same to Company Secretary & Compliance Officer at, [email: runveer.krishanan@satincreditcare.com](mailto:runveer.krishanan@satincreditcare.com)

None of the Directors and Key Managerial Personnel or their relatives except to the extent of shareholding of Mr. H P Singh, Chairman cum Managing Director, Mr. Satvinder Singh, Director, and their relatives being associated with the Promoter Group companies (which also includes Taco Consultants Private Limited, Parinita Investments Private Limited, Niryas Food Products Private Limited, Satin (India) Limited, UV Associates Private Limited and Satin Media Solutions Limited) and Mr. Davis Frederick Golding, Director, Mr. Kasper Svarrer, Director, Mr. Richard Benjamin Butler, Director Mr. Arthur Sletteberg, Director of the Company to the extent of their interest as nominee directors and except to the extent of shareholding of Mr. Jugal Kataria, Chief Financial Officer and his relative(s) are in any way concerned or interested in the above referred resolution.

The Board recommends the above resolution for the approval of the members with requisite special majority.

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Azadpur Commercial Complex, Delhi-110033
CIN: L65991DL1990PLC041796

Place: Delhi

Date: February 10, 2016

**By Order of the Board of Directors
For SATIN CREDITCARE NETWORK LIMITED**

**Sd/-
Choudhary Runveer Krishanan
(Company Secretary & Compliance Officer)**