

SATIN CREDITCARE NETWORK LIMITED

REPORT ON CORPORATE GOVERNANCE FOR THE QUARTER ENDING **30th June, 13**

| S. NO. | PARTICULARS | CLAUSE OF LISTING AGREEMENT | COMPLIANCE STATUS YES/ NO | REMARKS |
|--------|---|-----------------------------|---------------------------|---|
| 1 | 2 | 3 | 4 | |
| I | BOARD OF DIRECTORS | 49 I | | |
| | (A) Composition of Board | 49 (IA) | NO | Since the Company has Executive Chairman, atleast half of the Board should comprise of Independent Directors. The Company had issued shares to three private equity funds. The Company had appointed three nominee directors nominated by these three investors. These three Investors' Nominee Directors are treated as Non Independent Directors pursuant to Clause 49 of the listing agreement. Prior to their appointment, the composition of Board was in compliance with Clause 49. At present, the Company is having 4 Independent Directors out of 9 Directors. The Company is trying to place one more independent director on the Board to comply with the said Clause. |
| | (B) Non Executive Directors' - Compensation and disclosures | 49 (IB) | YES | - |
| | (C) Other provisions as to Board and Commtees | 49 (IC) | YES | - |
| | (D) Code of conduct | 49 (ID) | YES | - |
| II | AUDIT COMMITTEE | 49 (II) | | |
| | (A) Qualified and Independent Audit Committee | 49 (II A) | YES | - |
| | (B) Meeting of Audit Committee | 49 (II B) | YES | - |
| | (C) Powers of Audit Committee | 49 (II C) | YES | - |
| | (D) Role of Audit Committee | 49 (II D) | YES | - |
| | (E) Review of information by Audit Committee | 49 (II E) | YES | - |
| III | Subsidiary Companies | 49 (III) | YES | The Company has no subsidiary company. |
| IV | Disclosures | 49 (IV) | | |
| | (A) Basis of related party transactions | 49 (IV A) | YES | - |
| | (B) Disclosure of accounting treatment | 49 (IV B) | YES | - |
| | (C) Board Disclosures | 49 (IV C) | YES | - |
| | (D) Proceeds from Public Issues, rights issues, preferential issues etc. | 49 (IV D) | YES | - |
| | (E) Remuneration of Directors | 49 (IV E) | YES | - |
| | (F) Management | 49 (IV F) | YES | - |
| | (G) Shareholders | 49 (IV G) | YES | - |
| V | CEO/ CFO certification | 49 (V) | YES | - |
| VI | Report on Corporate Governance | 49 (VI) | YES | - |
| VII | Compliance | 49 (VII) | YES | - |

For Satin Creditcare Network Limited

Place: Delhi

Dated: 01.07.2013

**Choudhary Runveer Krishnan
Company Secretary & Compliance Officer**