

# Notice

**Notice** is hereby given that the Twenty Sixth Annual General Meeting of **Safin Creditcare Network Limited** will be held on Saturday, July 30, 2016 at 10:00 A.M. at “Shri Ram Center-Auditorium” 4, Safdar Hashmi Marg, Mandi House, New Delhi-110001, to transact the following business:

## ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended on March 31, 2016 and the Report of Board of Directors of the Company and Auditors' thereon.
2. To appoint a Director in place of Mr. Davis Frederick Golding (DIN: 00440024), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution

“**RESOLVED THAT** M/s A. K. Gangaher & Co. Chartered Accountants (ICAI Registration No. 004588N), New Delhi, be and is hereby appointed as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company at a remuneration as may be fixed and determined by the Board of Directors of the Company in consultation with the Statutory Auditors.”

## SPECIAL BUSINESS

4. **RECLASSIFICATION OF THE AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and all other applicable provisions of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) (“**Companies Act**”) and the rules made thereunder and the provisions of the Memorandum and Articles of Association of the Company, 1,50,00,000 (One Crore Fifty Lakh) preference shares of Rs. 10 (Rupees Ten only) each, lying unissued be and are hereby cancelled for the purpose of re-classification by concurrently creating 1,50,00,000 (One Crore Fifty Lakh) equity shares of Rs. 10 (Rupees Ten only) each and accordingly the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee(s), which the Board may have constituted or may constitute to exercise the powers conferred on the Board by this resolution) be and is hereby authorised for reclassification of the existing authorised share capital of the Company of Rs. 1,30,00,00,000 (Rupees One Hundred And Thirty Crores only) divided into 4,00,00,000 (Four crore) equity shares of Rs. 10 (Rupees Ten only) each and 9,00,00,000 (Nine Crore) preference shares of Rs. 10 (Rupees Ten only) to Rs. 1,30,00,00,000 (Rupees One Hundred And Thirty Crores only) divided into 5,50,00,000 (Five Crore and Fifty Lakh) Equity shares of Rs. 10 (Rupees Ten Only) each and 7,50,00,000 (Seven Crore Fifty Lakh) preference shares of Rs. 10 (Rupees Ten only) each.

“**RESOLVED FURTHER THAT**, consequently, pursuant to Section 13, 61 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, the existing clause V of the Memorandum of Association of the Company be and is hereby substituted by the following:

*“V. The Authorised Share Capital of the Company is Rs. 1,30,00,00,000 (Rupees One Hundred And Thirty Crores only) divided into 5,50,00,000 (Five Crore and Fifty Lakh) Equity shares of Rs. 10 (Rupees Ten Only) each and 7,50,00,000 (Seven Crore Fifty Lakh) preference shares of Rs. 10 (Rupees Ten only) each.”*

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board, be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient and to sign, execute and submit all the requisite documents with the appropriate authority including filing of requisite documents with the Registrar of Companies.

**RESOLVED FURTHER THAT** subject to applicable laws, the Board be and is hereby also authorized to delegate, all or any of the powers herein conferred, to any Director(s) or Officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board or person(s) authorised by the Board for this



purpose in connection with any matter(s) referred or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

**5. ACQUISITION OF A WHOLLY OWNED SUBSIDIARY THROUGH SHARE SWAP AND CONSEQUENTIAL PREFERENTIAL ISSUE AND ALLOTMENT OF SECURITIES**

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

**RESOLVED THAT** pursuant to Sections 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory amendments or re-enactments thereof for the time being in force), the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the “**SEBI ICDR Regulations**”), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI LODR Regulations**”), each as amended, the provisions of Foreign Exchange Management Act, 1999, as amended rules and regulations framed there under, and subject to other applicable rules, regulations and guidelines of the Securities and Exchange Board of India, the Reserve Bank of India, and the stock exchanges where the shares of the Company are listed (“**Stock Exchanges**”) and enabling provisions of the Memorandum and Articles of Association of Satin Creditcare Network Limited (the “**Company**”), the uniform listing agreement entered into by the Company with the Stock Exchanges, and subject to necessary approvals / sanctions / permissions of appropriate statutory / regulatory authorities, if applicable, and further subject to such conditions as may be prescribed by any of them while granting such approvals / sanctions, the board of directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee(s), which the Board may have constituted or may constitute to exercise the powers conferred on the Board by this resolution) be and is hereby authorised to acquire the entire shareholding of Taraashna Services Private Limited (CIN U74140DL2012PTC236314) from its existing shareholders by way of a share swap and consequently create, offer, issue and allot up to 12,38,157 (Twelve Lacs Thirty Eight Thousand One Hundred and Fifty Seven) equity shares of the Company having face value of Rs. 10 (Rupees Ten) each (“**Equity Shares**”), by way of a private placement on preferential basis to existing shareholders of Taraashna Services Private Limited (the “**Proposed Allottees**”) at such price (including premium) being not less than the price determined in accordance with Chapter VII of SEBI (ICDR) Regulations, 2009 and on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment.

**RESOLVED FURTHER THAT** in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009, the '**Relevant Date**' for the purpose of calculating the floor price for the issue of Equity Shares shall be June 30, 2016 i.e. the date 30 (thirty) days prior to the date on which the meeting of members is to be held to approve such issue i.e. July 30, 2016.

**RESOLVED FURTHER THAT** in accordance with the SEBI (ICDR) Regulations, 2009 the Equity Shares shall be issued and allotted by the Company to the Proposed Allottees in dematerialised form within a period of 15 days from the date of passing of the special resolution, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval.

**RESOLVED FURTHER THAT** the Equity Shares proposed to be allotted to the Proposed Allottees will be listed on the Stock Exchanges, and that the Board be and is hereby authorised to make the necessary applications and to take all other steps as may be necessary for and in connection with the listing of the Equity Shares and for the admission of the Equity Shares with the depositories and for the credit of the Equity Shares allotted to the demat account of the Proposed Allottees.

**RESOLVED FURTHER THAT** subject to the provisions of the SEBI (ICDR) Regulations, 2009 and other applicable laws, the Board be and is hereby authorized to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue to the Proposed Allottees, as may deem expedient.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including but not limited to execution of various deeds, documents, writings, agreements, and also to modify, accept and give effect to any modifications therein and the terms and conditions of the issue, as may be required by the statutory, regulatory and other appropriate authorities and to settle all queries or doubts that may arise in the proposed issue, without being required to seek any further consent or approval of the members.

**RESOLVED FURTHER THAT** subject to applicable laws, the Board be and is hereby also authorized to delegate,



all or any of the powers herein conferred, to any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the aforesaid resolution.”

## 6. FURTHER ISSUANCE OF SECURITIES

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

“**RESOLVED THAT** pursuant to the provisions of Sections 42 and 62, and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and the applicable rules thereunder and also including any relevant provisions of the Companies Act, 1956 to the extent that such provisions of the Companies Act, 1956 have not been superseded by the Companies Act, 2013 (the “**Companies Act**”), the provisions of the Memorandum of Association and Articles of Association of the Company, and in accordance with any other applicable law or regulation, in India or outside India, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), the listing agreements entered into with the respective stock exchanges where the shares of the Company are listed (the “**Stock Exchanges**”), the provisions of the Foreign Exchange Management Act, 1999, as amended (“**FEMA**”), including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, the Depository Receipts Scheme, 2014, the Consolidated Foreign Direct Investment Policy, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India from time to time, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued from time to time by the Government of India (“**GoI**”), the Reserve Bank of India (“**RBI**”), the Securities and Exchange Board of India (“**SEBI**”), the Registrar of Companies, National Capital Territory of Delhi and Haryana (the “**RoC**”), the Stock Exchanges, and/or any other competent authorities and subject to any required approvals, consents, permissions and/or sanctions from the Ministry of Finance (Department of Economic Affairs), the Ministry of Commerce and Industry (Foreign Investment Promotion Board / Secretariat for Industrial Assistance), SEBI, the RoC, the RBI and any other appropriate statutory, regulatory or other authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and / or sanctions, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the “**Board**” which term shall be deemed to include any committee which the Board has constituted or may hereinafter constitute to exercise its powers including the power conferred by this Resolution) to create, issue, offer and allot (including with provisions for reservation on firm and /or competitive basis, of such part of issue and for such categories of persons including employees of the Company, as may be permitted under applicable law), either in India or in the course of international offering(s) in one or more foreign markets, equity shares of the Company with a face value of Rs. 10 each (Rupees Ten only) (the “**Equity Shares**”), global depository receipts (“**GDRs**”), American depository receipts (“**ADRs**”), foreign currency convertible bonds (“**FCCBs**”) and/or other financial instruments convertible into or exchangeable for Equity Shares (including warrants, or otherwise, in registered or bearer form), fully convertible debentures, non-convertible debentures with warrants and/or any security convertible into Equity Shares with or without voting/special rights and/or securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holder to convert or subscribe to Equity Shares pursuant to a green shoe option, if any (all of which are hereinafter collectively referred to as the “**Securities**”) or any combination of Securities, in one or more tranches, whether Rupee denominated or denominated in foreign currency, through public and/or private offerings and/or on preferential allotment basis, including without limitation through a qualified institutions placement (“**QIP**”) in accordance with Chapter VIII of the SEBI ICDR Regulations, or any combination thereof or by issue of prospectus and / or placement document and/or other permissible/requisite offer document to any eligible person(s), including but not limited to qualified institutional buyers (as defined in the SEBI ICDR Regulations) (“**QIBs**”) in accordance with Chapter VIII of the SEBI ICDR Regulations, or otherwise, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign institutional investors, foreign portfolio investors, Indian and/or bilateral and/or multilateral financial institutions, non-resident Indians, stabilizing agents, state industrial development corporations, insurance companies, provident funds, pension funds and/or any other categories of investors whether or not such investors are members of the Company (collectively referred to as the “**Investors**”), as may be decided by the Board at its discretion and permitted under applicable laws and regulations for an aggregate amount not exceeding Rs. 250 Crores (Rupees Two Hundred Fifty Crores only) or equivalent thereof in any foreign currency, inclusive of such premium as may be fixed on such Securities at such a time or times, in such a manner and on such terms and conditions including security, rate of interest, discount (as permitted under applicable law) etc., as may be deemed appropriate by the Board in its absolute discretion, including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the



exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with the lead manager(s) and / or underwriter(s) and / or other advisor(s) for such issue. The number and /or price of Securities shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring.

**RESOLVED FURTHER THAT** if any issue of Securities is made by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations (hereinafter referred to as “**Eligible Securities**” within the meaning of the SEBI ICDR Regulations), the allotment of the Eligible Securities, or any combination thereof as may be decided by the Board shall be completed within 12 (twelve) months from the date of approval of the shareholders of the Company by way of a special resolution for approving QIP or such other time as may be allowed under the SEBI ICDR Regulations at a price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations, provided that the Board may, in accordance with applicable law, offer a discount of not more than 5% (five percent) or such percentage as permitted under applicable law on such price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations. The Eligible Securities shall be allotted on as fully paid-up (subject to allottees having the option to pay either full or part consideration for warrants, with the balance consideration being payable at or by the time of exercise of such warrants, where the tenure of any convertible or exchangeable Eligible Securities shall not exceed 60 (sixty) months from the date of allotment), and the aggregate of all QIPs made by the Company in the same financial year shall not exceed five times the net worth of the Company as per the audited balance sheet of the previous financial year.

**RESOLVED FURTHER THAT** in the event that the Equity Shares are issued to QIBs under Chapter VIII of the SEBI ICDR Regulations, the “relevant date” for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares and in the event that convertible securities (as defined under the SEBI ICDR Regulations) are issued to QIBs under Chapter VIII of the SEBI ICDR Regulations, the “relevant date” for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities are entitled to apply for Equity Shares or such other time as may be permitted by the SEBI ICDR Regulations, subject to any relevant provisions of applicable laws, rules, regulations as amended from time to time.

**RESOLVED FURTHER THAT** the relevant date for the determination of the applicable price for the issue of any other Securities shall be as per the regulations/guidelines prescribed by the SEBI, the Ministry of Finance, the RBI, the GOI through their various departments, or any other regulator, as the case may be, and the pricing of any Equity Shares issued upon the conversion of such Securities shall be made subject to and in compliance with the applicable rules and regulations.

**RESOLVED FURTHER THAT** in pursuance of the aforesaid resolutions:

- a) the Securities to be so offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- b) any Equity Shares that may be created, offered, issued and allotted by the Company shall rank *paripassu* with the existing Equity Shares of the Company in all respects.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such Equity Shares ranking *paripassu* with the existing Equity Shares in all respects.

**RESOLVED FURTHER THAT** in addition to all applicable Indian laws, the Securities issued pursuant to this Resolution shall also be governed by all applicable laws of any foreign jurisdiction where such Securities are or are proposed to be marketed or listed, or that may in any other manner apply in this relation.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolutions described above, the Board or Committee thereof be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer document(s), determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, discounts permitted under applicable law (now or hereafter), premium amount on issue/conversion of the Securities, if any, rate of interest, execution of various agreements, deeds, instruments and other documents, including the private placement offer letter, creation of mortgage/ charge in accordance with the provisions of the Companies Act in respect of any Securities as may be

required either on *paripassu* basis or otherwise, as it may in its absolute discretion deem fit, necessary, proper or desirable, and to give instructions or directions and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the RoC, the lead managers, or other authorities or agencies involved in or concerned with the issue of Securities and as the Board or Committee thereof may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise, and that all or any of the powers conferred on the Company and the Board pursuant to this Resolution may be exercised by the Board or Committee thereof as the Board has constituted or may constitute in this behalf, to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution, and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

**RESOLVED FURTHER THAT** the Board or Committee thereof be and is hereby authorized to engage/appoint lead managers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agent, trustees, bankers, advisors and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and to seek the listing of such Securities on one or more national and/or international stock exchange(s).

**RESOLVED FURTHER THAT** subject to applicable law, the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of directors or any whole-time Director or directors or any other officer or officers of the Company to give effect to the aforesaid resolutions.”

#### **7. RAISING FPI LIMIT OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the applicable provisions of the FEMA, the Foreign Exchange Management (Transfer or Issue of Security by a person Resident Outside India) Regulations, 2000, as amended, the Companies Act and all other applicable acts, rules, regulations, provisions and guidelines (including any statutory modifications or re-enactments thereof for the time being in force) consent of the members of the Company be and is hereby granted to increase the limit of investment by Foreign Portfolio Investors (“FPIs”) in the equity shares of the Company, including, without limitation, by subscription pursuant to any further issue of Securities by the Company in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, or direct purchase or acquisition from the open market under the Portfolio Investment Scheme under FEMA, from 24% (twenty four per cent.) to 49% (forty nine per cent.) of the paid-up equity share capital of the Company.”

#### **8. TO APPOINT MR. ANIL KUMAR KALRA (DIN: 07361739) AS AN INDEPENDENT DIRECTOR**

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

“**Resolved That** pursuant to Section 149, 150, 152, 160 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV of the Companies Act, 2013, and as per Articles of Association of the Company and pursuant to applicable provisions, if any of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, Mr. Anil Kumar Kalra (DIN:07361739), appointed vide resolution passed by the Board through circulation on December 08, 2015 as a non-executive Director (Additional Director) of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013 from a member signifying his intention to propose him as a candidate for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five years from December 08, 2015 or till such earlier date as may be determined by any applicable statutes, rules, regulations or guidelines and he shall not be liable to retire by rotation.”

#### **9. TO CONSIDER, DISCUSS AND APPROVE THE ISSUANCE OF NON-CONVERTIBLE DEBENTURES, IN ONE OR MORE SERIES/TRANCHES OF AMOUNTING UPTO RUPEES 1000 CRORES PURSUANT TO SECTION 42 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES 2014**

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



**“RESOLVED THAT IN SUPERSESION OF** the earlier special resolution passed at the Annual General Meeting held on July 8, 2015 and pursuant to the provision of Sections 42 and 71 of the Companies Act, 2013 and Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force) and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board” which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute), to issue/offer/invite for subscription of secured/unsecured, rated/unrated, listed/unlisted non-convertible debentures (“Debentures”) by way of private placement, in one or more tranches, from time to time, to any category of investors eligible to invest in the Debentures, aggregating upto Rs. 10,00,00,00,000/- (Rupees One Thousand Crores only) on such terms and conditions and at such times whether at par/premium/discount, as may be decided by the Board to such person or persons including one or more company(ies), body Corporate(s), statutory corporation(s), commercial Bank(s), Lending Agency(ies), Financial Institution(s), insurance company(ies), mutual fund(s) and individual(s), as the case may be or such other person/persons as the Board may decide so for a period of one year from the date of approval of the shareholders, within the overall borrowing limits of the Company, as approved by the members of the Company from time to time.

**RESOLVED FURTHER THAT** in connection with the above, the Board be and are hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolutions and for matters connected therewith or incidental thereto.

**RESOLVED FURTHER THAT,** any Director of the Company or the Company Secretary of the Company be and are hereby severally authorized to issue a Certified Copy of the Resolution.”

**By Order of the Board of Directors  
For Satin Creditcare Network Limited**

**Place: Delhi  
Dated: June 30, 2016**

**Choudhary Runveer Krishanan  
Company Secretary & Compliance Officer  
[FCS: 7437]**



## Notes:

1. An explanatory statement as required under Section 102 of the Companies Act, 2013 in respect of the business specified above is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
3. The register of members and share transfer books of the Company shall remain closed from July 23, 2016 to July 30, 2016 (both days inclusive) for annual closing.
4. The notice is being sent to all the members of the Company, whose names appear on the register of members/ record(s) of depositories as on Friday, the June 24, 2016.
5. Members may also note that the Notice of the 26<sup>th</sup> Annual General Meeting and the Annual Report for year ended March 31, 2016 will also be available on the Company's website [www.satincare.com](http://www.satincare.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Delhi for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: "[investors@satincare.com](mailto:investors@satincare.com)". The Company has a dedicated e-mail address "[investors@satincare.com](mailto:investors@satincare.com)" for shareholders to mail their queries or lodge complaints, if any. We will endeavor to reply to your queries at the earliest.
6. Electronic copy of the Notice of the aforesaid Annual General Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent to all the members, whose email IDs are registered with the Company for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the aforesaid Annual General Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
7. Voting Rights: Shareholders holding Equity Shares shall have one vote per share as shown against their holding and shareholders.
8. Relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public holidays up to the date of the Annual General Meeting.
9. Members can inspect the register of director and key managerial personnel and their shareholding, required to be maintained under section 170 of the Companies Act 2013 during the course of the meeting at the venue.
10. Members may please note that no gifts/ gift coupons shall be distributed at the venue of the Annual General Meeting.
11. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
12. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically. The details of email id can be sent to "[investors@satincare.com](mailto:investors@satincare.com)".
13. **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 Obligation and Disclosure Requirement) Regulation, 2015 the Company is pleased to provide members facility to exercise their right to vote at the



Annual General Meeting by electronic means and the business may be transacted through e-Voting Services provided by National Security Depository Limited (NSDL). The members may download the notice and cast their vote electronically. The website address is [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The members may also cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').

**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):
  - i. Open the e-mail and also open password protected PDF file viz. "SCNL e-Voting.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.
  - ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
  - iii. Click on Shareholder – Login.
  - iv. If you are already registered with NSDL for e-voting then you can use your existing user id and password.
  - v. If you are logging in for the first time, please enter the user ID and Password as initial password noted in step (i) above. Click Login.
  - vi. 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.
  - vii. Once the e-Voting home page opens, click on e-Voting: Active Voting Cycles.
  - viii. Select EVEN (E-Voting Even Number) of Satin Creditcare Network Limited which is "104261" 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.
  - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
  - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
  - xii. Institutional shareholders (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](mailto:evotingrajivbhatia@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- II. In case of Members receiving physical copy of the Notice of Annual General Meeting (for members whose email addresses are not registered with the Company/Depositories):
  - I. Initial password is provided in the enclosed Ballot Form: EVEN, user id and password.
  - II. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) as mentioned in (I) above, to cast vote.
- III. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting User Manual for Shareholders, available at the download section of [www.evoting.nsdl.com](http://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. Saturday, the July 22, 2016 may avail the facility of remote e-voting or electronic voting at the meeting.
  - b. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Saturday, the July 22, 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).





However, if you are already registered with NSDL for remote 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](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

- c. **The remote e-voting period commences on Wednesday, the July 27, 2016 at 10.00 A.M. and ends on Friday the July 29, 2016 at 05.00 P.M. The remote 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.
  - e. The facility for voting, either through electronic voting system or ballot or polling paper shall be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
  - f. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entailed to cast their vote again.
  - g. Mr. Rajeev Bhatia, Practicing Chartered Accountant (Membership No.: 089018) has been nominated as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  - h. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting and make not later than three days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favor and against, if any, to the Chairman or person authorized by him in writing who shall countersign the same.
- V. The results declared along with the Scrutinizer's Report shall be placed on the Company's website <http://www.satincreditcare.com/> and on the website of NSDL immediately after the declaration of result by the Chairman and communicated to the Stock Exchanges (if any), where the shares of the Company are listed.

**By Order of the Board of Directors  
For Satin Creditcare Network Limited**

**Place: Delhi  
Dated: June 30, 2016**

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



## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ATTACHED ALONG WITH THE NOTICE DATED JUNE 30, 2016

### Item No. 4

Section 61 of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force, the “**Companies Act**”) provides that a limited company having a share capital may, if so authorized by its Articles of Association, with the consent of its members in its general meeting, alter the conditions of its Memorandum of Association so as to cancel shares which have not been taken or agreed to be taken by any person and increase its share capital by such amount as it thinks expedient by issuing new shares.

Article 61 of the Articles of Association empowers the Company to increase, consolidate, subdivide, reduce or otherwise alter its authorized share capital, for the time being, and to divide the shares in the capital into several classes with rights, privileges or conditions, as may be determined.

For the purposes as stated hereinabove, it is recommended by the Board that 1,50,00,000 (One Crore Fifty Lakh) preference shares of Rs. 10 (Rupees Ten only) each, lying unissued be cancelled for the purpose of re-classification by concurrently creating 1,50,00,000 (One Crore Fifty Lakh) equity shares of Rs. 10 (Rupees ten only) each and consequently, the present Authorised Share Capital should be revised from Rs. 1,30,00,00,000 (Rupees One Hundred And Thirty Crores only) divided into 4,00,00,000 (Four crore) equity shares of Rs. 10 (Rupees Ten only) each and 9,00,00,000 (Nine Crore) preference shares of Rs. 10 (Rupees Ten only) to Rs. 1,30,00,00,000 (Rupees One Hundred And Thirty Crores only) divided into 5,50,00,000 (Five Crore and Fifty Lakh) Equity shares of Rs. 10 (Rupees Ten Only) each and 7,50,00,000 (Seven Crore Fifty Lakh) preference shares of Rs. 10 (Rupees Ten only) each and Clause V of the Memorandum of Association should be amended accordingly.

The Board recommends the resolution for approval of the members of the Company.

None of the directors, key managerial personnel and relatives of Directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business.

### Item No. 5

In Oct, 2010, the MFI industry was severely impacted by the MFI crisis in Andhra Pradesh(AP). While Satin Creditcare Network Ltd. (SCNL) had no exposure to the state of AP (and still does not have any), the funding to the entire industry suddenly stopped. As a result, not only SCNL but all the players in the industry had to make some tough decisions to restructure their operations. The initial consensus was that the crisis would be over in a couple of months. But with no relief in sight even a year later, SCNL's management team devised a strategy to de-risk the business. As a result Taraashna Services Pvt. Ltd. (TSPL) came into existence in May, 2012, with the objective of being a service only company (distribution of financial services). NBFC were not allowed to be doing such work at that time. In June 2014, the RBI (vide its circular no. RBI/2013-14/653 DBOD.No.BAPD.BC.122/122.01.009/2013-14 dated 24.06.2014) permitted banks to appoint non-deposit taking Non-Banking Financial Companies (NBFC) as their Business Correspondent (BCs), based on recommendations by an RBI committee. As per these new rules, microfinance institutions operating as NBFCs could operate as BCs. This was done with a view to help extend banking services to remote areas. NBFCs had been seeking permission to be BCs for long, claiming they are well-positioned for the task. As TSPL started operations, its business partners were also of the view that an NBFC can either do on-book lending or BC business. The concern of the business partners was that for an MFI operating in a certain geography, and doing on-book lending, why would it scale its operations and advance the portfolio on behalf of the bank. Keeping this view in mind, TSPL continued to operate outside the purview of SCNL's operations.

To address concerns of business partners and in order to build operational efficiency and synergetic advantages, Satin Creditcare Network Limited (the “**Company**”) is proposing to acquire the entire share capital of Taraashna Services Private Limited (“**TSPL**”), from its existing shareholders in consideration for allotting equity shares of the Company having face value of Rs. 10 each (“**Equity Shares**”) by way of a private placement on preferential basis to existing shareholders of TSPL. In this regard, consent of the shareholders is sought for issuing up to 12,38,157 Equity Shares as stated in the resolution to the existing shareholders of TSPL (“**Proposed Allottees**”) and acquiring entire 90,82,732 equity shares of TSPL, having its registered office at 301, 3<sup>rd</sup> Floor, Kanchenjunga Building, 18, Barakhamba Road, New Delhi-110001 having PAN No. AAECT2517J thereby swapping the shares of TSPL with the Shares of company.

The resolution, if passed, will have the effect of allowing the Board to issue and allot Equity Shares to the Proposed Allottees and to acquire 100% stake in TSPL, thereby making TSPL a wholly owned subsidiary of the Company. Since the proposed special resolution would result in issue of Equity Shares of the Company otherwise than to the members of the Company in the manner laid down under Section 62 of the Companies Act, 2013, consent of the shareholders is being sought pursuant to the provisions of Section 42, 62 and all other applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI LODR Regulations**”) and the listing agreements entered into by the Company with the stock exchanges where the Company is listed (“**Stock Exchanges**”).



The issue and allotment of Equity Shares would be subject to the receipt of regulatory approvals, if any. The Equity Shares proposed to be allotted, subject to receipt of necessary approvals, would be listed on the BSE Limited, the National Stock Exchange of India Limited and the Calcutta Stock Exchange and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

In terms of Regulation 73 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009, as amended (“**SEBI (ICDR) Regulations**”), the following disclosures are needed to be made in the Explanatory Statement to the Notice of the General Meeting:

**i. The objects of the issue through preferential offer:** To make TSPL a wholly owned subsidiary of SCNL to achieve operational efficiency.

**ii. Proposal of the Promoters/Directors/Key Management Personnel to subscribe to the offer:**

The proposed preferential issue is partly being made to the Promoters of the Company and the Directors or Key Management Personnel of the Company do not intend to subscribe to the part of the offer.

The Company, subject to necessary approvals, is proposing to issue and allot, on a preferential basis Equity Shares to following persons/entities belonging to Promoter Group:

- Ms. Anureet HP Singh,
- Satin (India) Limited; and
- Satin Media Solutions Limited

and to following entities belonging to Non-Promoter Group:

- M/s MV Mauritius Limited,
- M/s NMI Fund III KS and
- M/s SBI FMO Emerging Asia Financial Sector Fund Pte. Ltd.

**iii. Relevant Date:**

The Relevant Date as per the SEBI (ICDR) Regulations, 2009 for the determination of issue price of the equity shares pursuant to the aforesaid preferential allotment has been fixed as June 30, 2016 i.e. the date falling 30 days prior to the date of Annual General Meeting i.e. July 30, 2016.

**iv. Pricing of Preferential Issue:**

The equity shares will be allotted for consideration at than cash at a value in accordance with the price determined in terms of Regulation 76 of the SEBI (ICDR) Regulations, 2009.

**Pricing:** The Equity shares of the Company are listed at both BSE Limited and National Stock Exchange Limited. However, for the purpose of determination of minimum issue price, the stock exchange data having the highest trading volume is to be taken into consideration. Thus, same has been calculated on the basis of trading at National Stock Exchange having the highest volume data. The minimum issue price calculated on the basis of trading at NSE has been arrived at 457.82/- each share.

With the intent of making TSPL, a Wholly Owned Subsidiary of the Company, the equity shares are proposed to be issued for consideration other than cash, as a swap of equity shares. The value of equity shares of TSPL has been determined by M/s Corporate Professionals Capital Private Limited, a SEBI registered (Cat-1) Merchant Banker. The Valuation Report dated June 30, 2016 will be placed at the Annual General Meeting.

**v. The Company hereby undertakes that:**

- a) It would re-compute the price of the Securities specified above in terms of the provisions of the SEBI (ICDR) Regulations, 2009, if it is required to do so.
- b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2009, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.

**vi. Neither the Company nor any of its promoters or directors are categorised as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.**



**vii. Identity of the natural persons who are ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottees:**

The identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the Proposed Allottees, where applicable, is as follows:

Name of proposed allottee(s)	Category	Details of Ultimate Beneficial Owners
Ms. Anureet H P Singh	Promoter	Mr. H P Singh and his family are the ultimate beneficial owners and/or who ultimately control the 2 (two) proposed allottees falling under the Promoter category
M/s Satin (India) Limited		
M/s Satin Media Solutions Limited		
M/s MV Mauritius Limited	Non-Promoter	MV Mauritius Fund is owned by MVII-A Master Fund. There are no natural person in Master Fund.
M/s NMI Fund III KS	Non-Promoter	See Note below & Annexure-B
M/s SBI FMO Emerging Asia Financial Sector Fund Pte. Ltd.*	Non-Promoter	Investor is an investment fund and its ultimate and beneficially owners are the following: (i) SBI Holdings, Inc, a publicly listed company in Japan; and (ii) NederlandseFinancierings-MaatschappijvoorOntwikkelingslanden N.V., a Dutch development bank majority owned by the Dutch government.

**Note:** NMI Fund III KS (“NMI”) has been established under Norwegian law as a limited partnership. The limited partners of NMI are (i) Norfund, (ii) DNB Livsforsikring, (iii) Ferd AS, (iv) KLP and (v) Storebrand. Norfund, the Norwegian Development Finance Institution, is 100% owned by the Government of Norway. Norfund directly owns a 26.25% stake in NMI. The other limited partners of NMI are private investors consisting of DNB Livsforsikring, Ferd AS, KLP and Storebrand. DNB Livsforsikring, KLP and Storebrand are regulated financial institutions and each directly owns a 11.25% stake in NMI. Ferd which directly owns a 30% stake in NMI is a private company. The ultimate owners of Ferd AS are Alexandra G Andresen, Katharina G Andresen and Johan H Andresen. NMI AS which holds a 10% stake in NMI is the general partner of NMI and is owned by the above mentioned limited partners of NMI. The shareholding pattern of NMI along with the names of the ultimate beneficiaries of the partners of NMI is attached to this notice as **Annexure-B**.

**viii. Names of the Proposed Allottees and the percentage of the post preferential issue that may be held by them:**

Name of the Proposed Allottee	Pre Preferential Allotment		No. of shares proposed to be allotted#	Post Preferential Allotment	
	No. of shares	%		No. of shares	%
Ms. Anureet H P Singh	199611	0.62	288745	485356	1.46
M/s Satin (India) Limited	1448410	4.53	220799	1669209	5.03
M/s Satin Media Solutions Limited	979960	3.07	339709	1319669	3.98
M/s MV Mauritius Limited	3495520	10.94	150701	3646221	10.99
M/s NMI Fund III KS	2657710	8.32	114594	2772304	8.35
M/s SBI FMO Emerging Asia Financial Sector Fund Pte. Ltd.	3190000	9.98	123609	3313609	9.98

# The number of shares proposed to be allotted have been subject to rounding off adjustments as a result of applying the swap ratio determined pursuant to applicable pricing guidelines in a manner that fraction being less than 0.5 the number shall be round down the previous whole number and fraction being 0.5 and more to be rounded off to the next up whole number.

**ix. Shareholding Pattern of the Company pre and post preferential offer:**

The present shareholding pattern and the shareholding pattern assuming full allotment of Equity Shares are given below:

Name of shareholders	Pre issue Shareholding Structure		No. of Equity shares to be allotted <sup>^</sup> Share allotted	Post issue Shareholding Structure	
	No of Shares held	% of shares		No of Shares held	% of shares
<b>(A) Promoters' Shareholding</b>					
Promoter & Promoter Group					
(1) Indian				-	-
(a) Individuals /HUF	1412858	4.42	288745	1701603	5.13
(b) Central Govt. /State Govt.	-	-	-	-	-
(c)Bodies Corporate	10151870	31.77	560508	10712378	32.28
(d) Financial Institutions /Banks	-	-	-	-	-
<b>Sub Total (A)(1)</b>	<b>11564728</b>	<b>36.19</b>	<b>849253</b>	<b>12413981</b>	<b>37.40</b>
(2) Foreign					
(a) Individuals (NRIs/ Foreign Individuals)	-	-	-	-	-
(b) Bodies Corporate	-	-	-	-	-
(c ) Institutions	-	-	-	-	-
<b>Sub Total (A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total shareholding of Promoter &amp; Promoter Group (A) = (A)(1) + (A)(2)</b>	<b>11564728</b>	<b>36.19</b>	<b>849253</b>	<b>12413981</b>	<b>37.40</b>
<b>(B) Non Promoters' Shareholding</b>					
Mutual Fund	87340	0.27		87340	0.26
Foreign Portfolio Investors	861946	2.70		861946	2.60
Financial Institutions/Banks/Foreign Bodies Corporate	2	0.00	-	2	0.00
Non-Institutions:					
(a) Bodies Corporate	2182999	6.83	-	2182999	6.58
(b) (i) Individual holding nominal share capital up to Rs. 2Lacs	1381813	4.32	-	1381813	4.16
(ii) Individual holding nominal share capital in excess of Rs2 Lacs	333579	1.04	-	333579	1.01
(c) Any Other -	-	-	-	-	-
i. Foreign Bodies corporate	13646632	42.71	388904	14035536	42.29
ii. Trusts	482093	1.51	-	482093	1.45
iii Non Resident Indians	156772	0.49	-	156772	0.47
iv HUF	53066	0.17	-	53066	0.16
v Clearing Members	1195691	3.74	-	1195691	3.60
Vi Foreign Individuals/NRI	4700	0.01	-	4700	0.01
<b>Total Public Shareholding (B)</b>	<b>20386633</b>	<b>63.81</b>	<b>388904</b>	<b>20775537</b>	<b>62.60</b>
<b>TOTAL (A+B+C)</b>	<b>31951361</b>	<b>100.00</b>	<b>1238157</b>	<b>33189518</b>	<b>100.00</b>

^The number of shares proposed to be allotted have been subject to rounding off adjustments as a result of applying the swap ratio determined pursuant to applicable pricing guidelines in a manner that fraction being less than 0.5 the number shall be round down the previous whole number and fraction being 0.5 and more to be rounded off to the next up whole number.

**x. Proposed time within which the allotment shall be completed:**

As required under Chapter VII of the Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of date of approval of the members to the preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory authority, within 15 (fifteen) days from the date of such approval(s), as the case may be.

**xi. Change in control:**

As a result of proposed preferential issue of Equity Shares, here shall be no change in management or control of the Company. However voting rights will change in tandem with the shareholding pattern.

**xii. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

The allotment is being made pursuant to the swap of shares of TSPL with the company with an intent to make TSPL as a wholly owned subsidiary of SCNL.

**xiii. Securities to be issued:**

The resolution as set out in the accompanying notice authorizes the Board to issue to the Proposed Allottees, up to 1238157 Equity shares of face value of Rs. 10/- each at an Issue Price of Rs. 457.82 (including Rs 447.82 as premium), in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009.

**xiv. Auditors certificate:**

The certificate from M/s A. K. Gangaher & Co. Chartered Accountant, being the Statutory Auditor of the company certifying that the issue is being made in accordance with the requirements contain in Chapter VII of SEBI (ICDR) Regulations 2009 shall be available for inspection at the registered office of the company and shall be placed at the ensuing Annual General Meeting of members.

**xv. Lock in period:**

Pre-preferential allotment holding of Equity Shares, non-disposal of Equity Shares and lock-in period of the Equity Shares:

- a) The Equity Shares to be allotted on a preferential basis to person/entities belonging to the Promoter Group shall be subject to 'lock-in' for a period of three years from the date of trading approval for such Equity Shares in accordance with Regulation 78(1) of the SEBI ICDR Regulations.
- b) The Equity Shares to be allotted on a preferential basis to entities belonging to the Non-Promoter Group shall be subject to 'lock-in' for a period of one year from the date of trading approval for such Equity Shares in accordance with Regulation 78(1) of the SEBI ICDR Regulations.
- c) The entire pre-preferential allotment shareholding of the proposed allottee belonging to the promoter and Non-promoter Group, shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval as per Regulation 78(6) of the SEBI ICDR Regulations.

None of the proposed allottees have sold their respective equity shares in the Company during the six months preceding the Relevant Date. Further, during the financial year 2016-17, apart from this proposed issue, no preferential issue has been made to any person/entity of the Company.

As it is proposed to acquire TSPL's shares and make it as a wholly owned subsidiary of the Company pursuant to a swap and consequently issue and allot the aforesaid securities on preferential allotment basis to the shareholders of TSPL, special resolution is required to be approved by members pursuant to the provisions of Section 62 of the Companies Act, 2013, other applicable provisions of Companies Act, 2013 and Chapter VII of the SEBI ICDR Regulations. The Board believes that the proposed acquisition and preferential issue and allotment of Equity Shares is in the best interest of the Company and its members. Your Directors, therefore, recommend the resolution for your approval.



## **Nature of Concern or Interest of Promoter/ Directors/ Key Managerial Personnel:**

None of the Directors/manager or key managerial personnel or their respective relatives (as defined in the Companies Act, 2013) is in any way concerned or interested, financially or otherwise, in the above referred resolutions except (i) Mr. H P Singh (Chairman cum Managing Director of the Company), Mr. Satvinder Singh (Director of the Company) and their relatives being associated [as directors/shareholders] with Satin (India) Limited and Satin Media Solutions Limited (forming part of the Promoter Group of the Company) which are also the Proposed Allottees in the proposed Issue; and (ii) Mr. Richard Benjamin Butler, Mr. Arthur Sletteberg, Directors of the Company to the extent of their interest as nominee directors on behalf of M/s MV Mauritius Limited and M/s NMI Fund III KS, which are also the Proposed Allottees in the proposed Issue, respectively.

All the documents referred to in the accompanying Notice and Statement annexed thereto would be available for inspection without any fee by the members at the [Corporate Office] of the Company during 10.00 A.M. to 5.00 P.M on any working day (excluding Saturday and Sunday) up to the date of the meeting.

## **Item No. 6**

Pursuant to the relevant Sections of the Companies Act, including, without limitation, Section 62 of the Companies Act, 2013, any offer or issue of securities in the Company to persons other than members of the Company requires prior approval of the members by way of Special Resolution.

Your Directors draw your attention to the fact that the Company requires additional capital in the future to meet the needs of its growing business and to augment the Company's capital base and financial position. Accordingly, it is proposed that equity or equity-linked debt capital raising be undertaken by the Company, which would involve creating, offering, issuing and allotting securities to eligible investors, as stated in the resolution at such price or prices, at a discount or premium to market price or prices in such manner and on such terms and conditions as may be deemed appropriate by the Board at its discretion, taking into consideration market conditions and other relevant factors and wherever necessary in consultation with lead managers and other advisors, either in one or more foreign currencies or Indian Rupees inclusive of such premium as may be determined by the Board, all in accordance with applicable laws. The Company intends to issue securities for an aggregate amount not exceeding Rs. 250 Crores (Rupees Two Hundred Fifty Crores) or its equivalent in one or more tranches. This is an enabling Resolution and the Company will issue new Securities, subject to applicable law and necessary compliances.

This Special Resolution, among other things, seeks to enable the Board of Directors (including any duly authorised committee thereof) to undertake a Qualified Institutions Placement to Qualified Institutional Buyers in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2009, amended (the “**SEBI ICDR Regulations**”) as prescribed under Chapter VIII of the SEBI ICDR Regulations for the purposes mentioned above, without the need for fresh approval from the shareholders.

**Basis or Justification of Price:** The pricing of the Securities to be issued to Qualified Institutional Buyers pursuant to Chapter VIII of the SEBI ICDR Regulations shall be determined by the Board in accordance with the regulations on pricing of securities determined in accordance with Chapter VIII the SEBI ICDR Regulations. The “Relevant Date” for this purpose, in case of allotment of Equity Shares, will be the date when the Board decides to open the issue, or, in case of convertible securities, either the date of the meeting in which the Board or a committee thereof decides to open the issue of the convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares as provided under Chapter VIII of the SEBI ICDR Regulations. The resolution enables the Board of Directors to, in accordance with applicable laws, offer a discount of not more than 5% (five per cent.) or such percentage as permitted under applicable law on the price determined pursuant to the SEBI ICDR Regulations.

The Special Resolution also enables the Board to issue Securities in tranches, at such times, at such prices and to such person(s) including institutions, bodies incorporated and/or individuals or otherwise as the Board deems fit. The Company with this resolution intends to retain the right and flexibility to issue securities including but not limited to GDRs, ADRs, FCCBs and Equity Shares.

The detailed terms and conditions for the offer will be determined by the Board in consultation with the lead manager(s) and other advisors appointed in relation to the proposed issue and such other authorities as may be required, taking into consideration market conditions and in accordance with applicable law. The Equity Shares allotted or arising out of conversion of any Securities will be listed and traded on stock exchanges where Equity Shares of the Company are currently listed (“**Stock Exchanges**”), subject to obtaining necessary approvals. The offer/ issue/ allotment/ conversion/ redemption of Securities would be subject to obtaining regulatory approvals, if any by the Company. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges as may be required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any provisions of the listing agreements entered into with the Stock Exchanges.



The Board of Directors of the Company recommend the Resolution as set out at Item No. 6 of the accompanying Notice for approval of the members by way of a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution.

#### **Item No. 7**

In terms of applicable foreign investment related regulations, including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India), Regulations, 2000, as amended and the current Consolidated FDI Policy (effective from June 7, 2016) issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“**Consolidated FDI Policy**”), Foreign Portfolio Investors (“**FPIs**”, including foreign institutional investors that are deemed to be FPIs in accordance with applicable regulations) are permitted to invest in the capital of an Indian company under the portfolio investment scheme, subject to certain conditions, including that the aggregate investment by FPIs under the portfolio investment scheme does not exceed 24% of the paid-up capital of the company. Such aggregate limit of 24% can be increased by the company, up to the applicable sectoral cap on overall foreign investment prescribed under the Consolidated FDI Policy for such company, through a resolution passed by its board of directors followed by a special resolution passed by its shareholders, subject to prior intimation to the Reserve Bank of India (“**RBI**”).

In relation to the proposed raising of funds through further issue of Equity Shares and given that the Company is now listed on the BSE Limited and National Stock Exchange of India Limited (in addition to the Calcutta Stock Exchange), which experience trading in high volumes by FPIs, the Company proposes to increase the limit of investment by foreign portfolio investors in the Company from 24% to 49% of its paid-up equity share capital. This would allow FPIs to invest to a greater extent to in the Company and allow further liquidity to our shareholders in the secondary market.

Accordingly, your Directors recommend raising the FPI limit from 24% (twenty four per cent.) to 49% (forty nine per cent.) of the equity share capital of the Company.

#### **Item No. 8**

In terms of Section 149, 150 and 152 and 161 and Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors), Rules 2014, the Independent Directors shall hold office for a period of up to 5 (five) consecutive years and shall not be liable to retire by rotation. They may be appointed for a maximum of two consecutive terms of up to 5 (five) years each. In terms of Regulation 25 (2) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 which is applicable from December 01, 2015, persons who have already served as Independent Directors on the Board of a company for 5 years or more can be appointed for only one term of 5 years.

The Board of Directors of the Company has decided to adopt the provisions with respect to appointment and tenure of Independent Director which is consistent with the Companies Act, 2013 read with rules framed thereunder, SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and other applicable laws.

After recommendation from Nomination & Remuneration Committee, Mr. Anil Kumar Kalra (DIN: 07361739), appointed vide resolution passed by the Board through circulation on December 08, 2015 as non-executive Independent Director of the Company and has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment, holds office only upto the date of this Annual General Meeting and not liable to retire by rotation.

The nature of expertise of Mr. Anil Kumar Kalra, including his, educational and professional qualifications, nature of working experience, achievements, name(s) of the companies in which he holds directorships (if any), memberships and chairmanships in various Committees, his shareholding (if any) in the Company, relationship between directors inter-se are provided in Corporate Governance Report forming part of the Annual Report and also at **Annexure A** of this Notice. This statement may also be regarded as a disclosure under SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

The Company has received from Mr. Anil Kumar Kalra (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) declarations to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013. The Company has received a written notice as prescribed under Section 160 of the Companies Act, 2013 read with Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014 from a member along with a deposit of Rs. 1,00,000/- proposing the candidature of Mr. Anil Kumar Kalra as a Director of the Company.

In the opinion of the Board, Mr. Anil Kumar Kalra fulfils the conditions specified in the Companies Act, 2013 and rules made





thereunder for his appointment as an Independent Director of the Company. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Anil Kumar Kalra is appointed as an Independent Director of the Company

Copy of the draft letter for appointment of Mr. Anil Kumar Kalra as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday. The terms and conditions will also be available on the website of the company

Except for Mr. Anil Kumar Kalra, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Anil Kumar Kalra as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Anil Kumar Kalra as an Independent Director, for the approval by the shareholders of the Company.

#### **Item No. 9**

Further to the shareholder resolution passed on July 8, 2015 under Section 180 (1)(c) of the Companies Act, 2013, wherein it was resolved that the Board of Directors of the Company is permitted to borrow an amount not exceeding Rs 60,00,00,00,000 Crores (Rupees Six Thousand Crores only), Section 42 of the Companies Act 2013 read with the relevant rules thereunder requires every issuance of non-convertible debentures of the Company to be authorized by way of a special resolution.

It may be noted that Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014 read with section 42 of the Companies Act, 2013, allows a company to pass a special resolution once in a year for all the offer or invitation for Non-Convertible Debentures/ Bonds to be made during the year through Private placement basis in one or more tranches.

Consent of the Members is therefore sought in connection with the aforesaid issue of Non-Convertible Debentures/ Bonds from time to time and they are requested to authorize the Board (including any committee of the Board) to issue Non-Convertible Debentures/Bonds during the year on private placement basis upto Rs 10,00,00,00,000/- (Rupees One Thousand Crores only) as stipulated above, in one or more tranches. For every issue of non-convertible debentures proposed to be offered during this year, the pricing of the debentures (including premium if any) will be determined on the basis of the prevailing market consideration and as specifically approved by the Board at such time.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding (if any) in the Company. Board of Directors recommends the passing of the resolution as Special Resolution.

**By Order of the Board of Directors  
For Satin Creditcare Network Limited**

**Place: Delhi**

**Dated: June 30, 2016**

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



## ANNEXURE-A

<b>Name of the Director</b>	<b>Davis Frederick Golding</b>	<b>Anil Kumar Kalra</b>
<b>DIN</b>	<b>00440024</b>	<b>07361739</b>
<b>Date of Appointment</b>	<b>May 29, 2013</b>	<b>December 8, 2015</b>
<b>Date of Birth</b>	<b>November 18, 1958</b>	<b>May 22, 1955</b>
<b>Brief Profile/ Nature of Expertise</b>	<p>Mr. Davis Golding represents ShoreCap II Limited on the Board of Satin. Working with ShoreCap, an international investment company which invests in and supports development financial institutions serving micro and small enterprises in developing economies, Davis holds the responsibility of initiating acquisition leads, performing on-site due diligence, recommending approval or decline of opportunities, structuring investments, and serving on the Board of Directors of investee institutions. Prior to joining ShoreCap International, he was EVP and Chief Operating Officer of ShoreBank Pacific, a community development bank dedicated to sustainable development including environmental integrity, serving the US states of Washington and Oregon. Previously, he worked as Director, International Mergers and Acquisitions/ Corporate Development for Textron Financial Corporation. Mr. Golding also served as President and CEO of a Hong Kong based merchant banking operation. He has over 30 years' experience in international finance, banking, and mergers and acquisitions. He holds a B.A. in Business Administration from Duke University, Durham, North Carolina.</p>	<p>Mr. Anil Kumar Kalra, a qualified professional having 31 years of experience in Banking and 5 years as CEO/ SVP in leading NBFC offering financial services in London and India and served in the area of Banking, Financial Services, Investment Banking and Infrastructure Financing. He worked as senior vice president in the leading NBFC engaged in providing financial services including Asset financing, Debt Syndication, Corporate Advisory, Merchant Banking etc. to Corporates besides support to sister companies in the Group focussed on Infrastructure Projects financing. He was the chief executive officer in Financial Services Company, London, UK. He was associated with various well known Banks/Financial Institutions in India and London including Public Sector Banks. He has done 'Master in Business Administration' with specialisation in Finance from Faculty of Management Studies (FMS), Delhi University and B.Com (H) from Shree Ram College of Commerce, Delhi University.</p>
<b>Names of other companies in which the person also holds the directorship</b>	<b>NIL</b>	<b>NIL</b>
<b>Names of companies in which the person also holds the membership of Committees of the Board</b>	<b>NIL</b>	<b>NIL</b>
<b>Number of Equity Shares held in the Company</b>	<b>NIL</b>	<b>NIL</b>
<b>Relationship between directors inter-se</b>	<b>None</b>	<b>None</b>

Shareholder level 1	Shareholder Level 2	Shareholder level 3*	Ultimate beneficiaries	
<p align="center"><b>NMI Fund III KS</b></p>	<p>1. Norfund (26,25%) 2. DNB Livsforsikring ASA (11,25%) Regulated Life insurance company 3. Storebrand Livsforsikring AS (11,25%), Regulated Life insurance company</p>	<p>Norwegian Government 1. DNB ASA (100%) Public listed Bank, regulated 1. Storebrand ASA (100%) Public listed company, regulated</p>	<p>Norwegian Government Norwegian Government Norwegian Government</p>	
	<p>4. KLP (11,25%) Regulated insurance company 5. Ferd AS (30%) Privat held company</p>	<p>(Mutually own insurance company owned by approx. 200 municipalities in Norway 1. Ferd Holding AS (100%)</p>	<p>Norwegian Government (Mutually own insurance company owned by approx. 200 municipalities in Norway Alexandra G Andresen Katharina G Andresen Johan H Andresen Johan H Andresen</p>	
	<p>6. NMI AS (10%) (General Partner)</p>	<p>1. Norfund (50%) 2. KLP (12,5%) 3. Storebrand Livsforsikring ASA (12,5%) 4. DNB Livsforsikring ASA (12,5%) 5. Ferd AS (12,5%)</p>	<p>1. Alexandra G Andresen (42,4%) 2. Katharina G Andresen (42,4%) 3. JHA AS (15,2%) 4. Johan H Andresen (0,01 %) Please see Ultimate beneficial Owner above. Please see Ultimate beneficial Owner above. Please see Ultimate beneficial Owner above. Please see Ultimate beneficial Owner above.</p>	<p>1. Gjensidige Foundation (62,2%) 2. Norwegian Government Pension Fund (4,5%) 3. DWS Investments (2,5%)</p>
			<p>2. JP Morgan Chase Bank (6.46%)</p>	
			<p>3. Norwegian Government Pension Fund (5.07%)</p>	<p>Norwegian Government</p>

\* Shareholdings of listed companies are shown as of 30 November 2013