



# **Rajeev Bhatia & Associates**

*Chartered Accountants*

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Reference No – SCNL/1807/03

## **SCRUTINIZER REPORT CONSOLIDATED (E-VOTING & POLL)**

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 the Companies (Management and Administration) Rules, 2014)

To,

The Chairman of the Twenty Eighth Annual General Meeting (AGM) of the Equity Shareholders of Satin Creditcare Network Limited (the Company) held on Friday, July 6, 2018 at 10:30 A.M. (IST) at Little Theatre Group Auditorium, 1, Copernicus Marg, Mandi House, Opp. Doordarshan Bhawan, Near Connaught Place, New Delhi, Delhi-110001.

Dear Sir,

I, **Rajeev Bhatia**, Practicing Chartered Accountant, having office at 1410, Ground Floor, Dr. Mukherjee Nagar, Delhi-110009, was appointed as Scrutinizer by the Board of Directors of **Satin Creditcare Network Limited** (The Company) for the purpose of scrutinizing the e-voting process (remote e-voting) and voting by use of ballot at the meeting pursuant to section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) in respect of the below mentioned resolution proposed at the Twenty Eighth Annual General Meeting of the Equity Shareholders of **Satin Creditcare Network Limited** (the Company) held on Friday, July 6, 2018 at 10:30 A.M. (IST) at Little Theatre Group Auditorium, 1, Copernicus Marg, Mandi House, Opp. Doordarshan Bhawan, Near Connaught Place, New Delhi, Delhi-110001, submit our report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by using ballots by the shareholders on the resolution proposed in the notice of the Twenty Eighth Annual General Meeting of the Company is the responsibility of the management. My responsibility as scrutinizer is to ensure that the voting process both through electronic means (remote e-voting) and by use of ballot at the meeting are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast in favor or against if any, and details of invalid votes, if any to the Chairman on the resolution, based on the reports generated from the electronic voting system provided by Central Depository Services (India) Limited and by voting of ballots at the meeting.
2. I hereby submit consolidated scrutinizer's report pursuant to Rule 20(4)(xii) of the Companies (Management and Administration) Amendment Rules, 2015 on all the resolutions contained in the Notice of the aforesaid Annual General Meeting.
3. The remote e-voting commenced on Tuesday, July 03, 2018 at 10:00 A.M and ended on Thursday, July 05, 2018 at 05:00 P.M.
4. After Completion of poll at the AGM the ballot box was opened in my presence and ballots were diligently scrutinized. Thereafter, ballots were reconciled with the records mentioned with Registrar and Transfer Agent of the Company and the Authorizations/proxies lodged with the Company. The Poll Papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



5. There after the votes casted through e-voting and through poll were thereafter unblocked in the presence of two witness Mr. Prashant Sharma and Ms. Sneha Khanduja, who are not in the employment of the Company and after the conclusion of AGM votes casted thereunder were counted.

**Mr. Prashant Sharma**  
Witness

**Ms. Sneha Khanduja**  
Witness

The result of the voting is as under:

**RESOLUTION-1: ORDINARY RESOLUTION**

**ADOPTION OF FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND AUDITORS**

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[2/1*100]	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[4/2*100]	% of Votes against on votes polled (7)=[5/2*100]
<b>Promoter and Promoter Group</b>	E-Voting	13,072,671	0	0.00	0	0	0.00	0.00
	Poll		10,294,511	78.75	10,294,511	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>13,072,671</b>	<b>10,294,511</b>	<b>78.75</b>	<b>10,294,511</b>	<b>0</b>	<b>100.00</b>
<b>Public-Institutions</b>	E-Voting	16,490,530	12,713,394	77.10	12713394	0	100.00	0.00
	Poll		343,000	2.08	343000	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>16,490,530</b>	<b>13,056,394</b>	<b>79.18</b>	<b>13,056,394</b>	<b>0</b>	<b>100.00</b>
<b>Public- Non Institutions</b>	E-Voting	18,912,466	2,782,722	14.71	2,781,902	820	99.97	0.03
	Poll		4,887,285	25.84	4,887,285	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>18,912,466</b>	<b>7,670,007</b>	<b>40.56</b>	<b>7,669,187</b>	<b>820</b>	<b>99.99</b>
<b>GRAND TOTAL</b>		<b>48,475,667</b>	<b>31,020,912</b>	<b>63.99</b>	<b>31,020,092</b>	<b>820</b>	<b>100.00</b>	<b>0.00</b>

Note: 4,28,200 equity shares held by Satin Employees Welfare Trust, being under Non-Promoter and Non-Public Category, are not considered for Voting Results.



**RESOLUTION-2: ORDINARY RESOLUTION**

**DECLARATION OF DIVIDEND ON PREFERENCE SHARES**

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[2/1*100]	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[4/2*100]	% of Votes against on votes polled (7)=[5/2*100]
<b>Promoter and Promoter Group</b>	E-Voting	13,072,671	0	0.00		0	0.00	0.00
	Poll		10,294,511	78.75	10,294,511	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>13,072,671</b>	<b>10,294,511</b>	<b>78.75</b>	<b>10,294,511</b>	<b>0</b>	<b>100.00</b>
<b>Public-Institutions</b>	E-Voting	16,490,530	12,713,394	77.10	12713394	0	100.00	0.00
	Poll		343,000	2.08	343000	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>16,490,530</b>	<b>13,056,394</b>	<b>79.18</b>	<b>13,056,394</b>	<b>0</b>	<b>100.00</b>
<b>Public- Non Institutions</b>	E-Voting	18,912,466	2,782,722	14.71	2,781,884	838	99.97	0.03
	Poll		4,887,285	25.84	4,887,285	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>18,912,466</b>	<b>7,670,007</b>	<b>40.56</b>	<b>7,669,169</b>	<b>838</b>	<b>99.99</b>
<b>GRAND TOTAL</b>		<b>48,475,667</b>	<b>31,020,912</b>	<b>63.99</b>	<b>31,020,074</b>	<b>838</b>	<b>100.00</b>	<b>0.00</b>

Note: 4,28,200 equity shares held by Satin Employees Welfare Trust, being under Non-Promoter and Non-Public Category, are not considered for Voting Results.



**RESOLUTION-3: ORDINARY RESOLUTION**

**APPOINTMENT OF DIRECTOR IN PLACE OF MR. ARTHUR SLETTEBERG (DIN: 07123647), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT**

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)= $[2/1*100]$	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)= $[4/2*100]$	% of Votes against on votes polled (7)= $[5/2*100]$
<b>Promoter and Promoter Group</b>	E-Voting	13,072,671	0	0.00		0	0.00	0.00
	Poll		10,294,511	78.75	10,294,511	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>13,072,671</b>	<b>10,294,511</b>	<b>78.75</b>	<b>10,294,511</b>	<b>0</b>	<b>100.00</b>
<b>Public-Institutions</b>	E-Voting	16,490,530	12,713,394	77.10	12713394	0	100.00	0.00
	Poll		343,000	2.08	343000	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>16,490,530</b>	<b>13,056,394</b>	<b>79.18</b>	<b>13,056,394</b>	<b>0</b>	<b>100.00</b>
<b>Public- Non Institutions</b>	E-Voting	18,912,466	2,782,722	14.71	2,780,799	1,923	99.93	0.07
	Poll		4,887,285	25.84	4,887,285	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>18,912,466</b>	<b>7,670,007</b>	<b>40.56</b>	<b>7,668,084</b>	<b>1,923</b>	<b>99.97</b>
<b>GRAND TOTAL</b>		<b>48,475,667</b>	<b>31,020,912</b>	<b>63.99</b>	<b>31,018,989</b>	<b>1,923</b>	<b>99.99</b>	<b>0.01</b>

Note: 4,28,200 equity shares held by Satin Employees Welfare Trust, being under Non-Promoter and Non-Public Category, are not considered for Voting Results.



**RESOLUTION- 4: SPECIAL RESOLUTION**

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

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[2/1*100]	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[4/2*100]	% of Votes against on votes polled (7)=[5/2*100]
<b>Promoter and Promoter Group</b>	E-Voting	13,072,671	0	0.00	0	0	0.00	0.00
	Poll		10,294,511	78.75	10,294,511	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>13,072,671</b>	<b>10,294,511</b>	<b>78.75</b>	<b>10,294,511</b>	<b>0</b>	<b>100.00</b>
<b>Public-Institutions</b>	E-Voting	16,490,530	12,713,394	77.10	12467393	246001	98.07	1.93
	Poll		343,000	2.08	343000	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>16,490,530</b>	<b>13,056,394</b>	<b>79.18</b>	<b>12,810,393</b>	<b>246001</b>	<b>98.12</b>
<b>Public- Non Institutions</b>	E-Voting	18,912,466	2,782,722	14.71	2,782,605	117	100.00	0.00
	Poll		4,887,285	25.84	4,887,285	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>18,912,466</b>	<b>7,670,007</b>	<b>40.56</b>	<b>7,669,890</b>	<b>117</b>	<b>100.00</b>
<b>GRAND TOTAL</b>		<b>48,475,667</b>	<b>31,020,912</b>	<b>63.99</b>	<b>30,774,794</b>	<b>246,118</b>	<b>99.21</b>	<b>0.79</b>

Note: 4,28,200 equity shares held by Satin Employees Welfare Trust, being under Non-Promoter and Non-Public Category, are not considered for Voting Results.





**RESOLUTION-5: SPECIAL RESOLUTION**

**AMENDMENTS IN THE ARTICLES OF ASSOCIATION OF THE COMPANY UNDER SECTION 14 OF THE COMPANIES ACT, 2013**

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[2/1*100]	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[4/2*100]	% of Votes against on votes polled (7)=[5/2*100]
<b>Promoter and Promoter Group</b>	E-Voting	13,072,671	0	0.00	0	0	0.00	0.00
	Poll		10,294,511	78.75	10,294,511	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>13,072,671</b>	<b>10,294,511</b>	<b>78.75</b>	<b>10,294,511</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public-Institutions</b>	E-Voting	16,490,530	10,148,241	61.54	8399415	1748826	82.77	17.23
	Poll		343,000	2.08	343000	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>16,490,530</b>	<b>10,491,241</b>	<b>63.62</b>	<b>8,742,415</b>	<b>1748826</b>	<b>83.33</b>	<b>16.67</b>
<b>Public-Non Institutions</b>	E-Voting	18,912,466	2,782,722	14.71	2,781,902	820	99.97	0.03
	Poll		4,887,285	25.84	4,887,285	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>18,912,466</b>	<b>7,670,007</b>	<b>40.56</b>	<b>7,669,187</b>	<b>820</b>	<b>99.99</b>	<b>0.01</b>
<b>GRAND TOTAL</b>		<b>48,475,667</b>	<b>28,455,759</b>	<b>58.70</b>	<b>26,706,113</b>	<b>1,749,646</b>	<b>93.85</b>	<b>6.15</b>

Note: 4,28,200 equity shares held by Satin Employees Welfare Trust, being under Non-Promoter and Non-Public Category, are not considered for Voting Results.



**RESOLUTION-6: SPECIAL RESOLUTION**

**TO INCREASE THE BORROWING POWER OF BOARD OF DIRECTORS U/S 180(1) (C) OF THE COMPANIES ACT, 2013**

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[2/1*100]	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[4/2*100]	% of Votes against on votes polled (7)=[5/2*100]
<b>Promoter and Promoter Group</b>	E-Voting	13,072,671	0	0.00	0	0	0.00	0.00
	Poll		10,294,511	78.75	10,294,511	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>13,072,671</b>	<b>10,294,511</b>	<b>78.75</b>	<b>10,294,511</b>	<b>0</b>	<b>100.00</b>
<b>Public-Institutions</b>	E-Voting	16,490,530	12,713,394	77.10	12713394	0	100.00	0.00
	Poll		343,000	2.08	343000	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>16,490,530</b>	<b>13,056,394</b>	<b>79.18</b>	<b>13,056,394</b>	<b>0</b>	<b>100.00</b>
<b>Public- Non Institutions</b>	E-Voting	18,912,466	2,782,722	14.71	2,781,521	1,201	99.96	0.04
	Poll		4,887,285	25.84	4,887,285	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>18,912,466</b>	<b>7,670,007</b>	<b>40.56</b>	<b>7,668,806</b>	<b>1,201</b>	<b>99.98</b>
<b>GRAND TOTAL</b>		<b>48,475,667</b>	<b>31,020,912</b>	<b>63.99</b>	<b>31,019,711</b>	<b>1,201</b>	<b>100.00</b>	<b>0.00</b>

Note: 4,28,200 equity shares held by Satin Employees Welfare Trust, being under Non-Promoter and Non-Public Category, are not considered for Voting Results.



**RESOLUTION-7: SPECIAL RESOLUTION**

**CREATION OF CHARGES ON THE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE, IN RESPECT OF BORROWINGS U/S 180(1) (A) OF THE COMPANIES ACT, 2013**

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[2/1*100]	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[4/2*100]	% of Votes against on votes polled (7)=[5/2*100]
<b>Promoter and Promoter Group</b>	E-Voting	13,072,671	0	0.00	0	0	0.00	0.00
	Poll		10,294,511	78.75	10,294,511	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>13,072,671</b>	<b>10,294,511</b>	<b>78.75</b>	<b>10,294,511</b>	<b>0</b>	<b>100.00</b>
<b>Public-Institutions</b>	E-Voting	16,490,530	12,713,394	77.10	12713394	0	100.00	0.00
	Poll		343,000	2.08	343000	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>16,490,530</b>	<b>13,056,394</b>	<b>79.18</b>	<b>13,056,394</b>	<b>0</b>	<b>100.00</b>
<b>Public-Non Institutions</b>	E-Voting	18,912,466	2,782,722	14.71	2,780,799	1,923	99.93	0.07
	Poll		4,887,285	25.84	4,887,285	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>18,912,466</b>	<b>7,670,007</b>	<b>40.56</b>	<b>7,668,084</b>	<b>1,923</b>	<b>99.97</b>
<b>GRAND TOTAL</b>		<b>48,475,667</b>	<b>31,020,912</b>	<b>63.99</b>	<b>31,018,989</b>	<b>1,923</b>	<b>99.99</b>	<b>0.01</b>

Note: 4,28,200 equity shares held by Satin Employees Welfare Trust, being under Non-Promoter and Non-Public Category, are not considered for Voting Results.





**RESOLUTION-8: SPECIAL RESOLUTION**

**TO APPROVE THE REVISION IN OVERALL REMUNERATION TO BE PAID TO MR. H P SINGH (DIN: 00333754), CHAIRMAN CUM MANAGING DIRECTOR OF THE COMPANY**

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[2/1*100]	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[4/2*100]	% of Votes against on votes polled (7)=[5/2*100]
<b>Promoter and Promoter Group</b>	E-Voting	13,072,671	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>13,072,671</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
<b>Public-Institutions</b>	E-Voting	16,490,530	12,713,394	77.10	12032691	680703	94.65	5.35
	Poll		343,000	2.08	343000	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>16,490,530</b>	<b>13,056,394</b>	<b>79.18</b>	<b>12,375,691</b>	<b>680703</b>	<b>94.79</b>
<b>Public- Non Institutions</b>	E-Voting	18,912,466	2,781,222	14.71	2,777,717	3,505	99.87	0.13
	Poll		4,887,285	25.84	4,887,285	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>18,912,466</b>	<b>7,668,507</b>	<b>40.55</b>	<b>7,665,002</b>	<b>3,505</b>	<b>99.95</b>
<b>GRAND TOTAL</b>		<b>48,475,667</b>	<b>20,724,901</b>	<b>42.75</b>	<b>20,040,693</b>	<b>684,208</b>	<b>96.70</b>	<b>3.30</b>

Note: 4,28,200 equity shares held by Satin Employees Welfare Trust, being under Non-Promoter and Non-Public Category, are not considered for Voting Results.

All relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the Minutes of the Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

FCA Rajeev Bhatia  
(Scrutinizer)

M. No. 089018

Date: July 07, 2018

Place: Delhi

