

Rajeev Bhatia, Practicing Chartered Accountant

1410, Ground Floor, Dr. Mukherjee Nagar, Delhi-110009

SCRUTINIZER REPORT CONSOLIDATED (E-VOTING & POLL)

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014)

To,

The Chairman of the **25th Annual General Meeting** of the Equity Shareholders of **Satin Creditcare Network Limited** (the Company) held on Wednesday, the 08th July, 2015 at 10 A.M. at 'Tyagi Farms', Plot No. 7, Bhawani Nagar, Dhinpur, Near Jhatikara Morh, Brijwasan Road, New Delhi – 110043

Dear Sir,

I, **Rajeev Bhatia**, Practicing Chartered Accountant, 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 resolutions proposed at the 25th Annual General Meeting of the Equity Shareholders of **Satin Creditcare Network Limited** (the Company) held on Wednesday, the 08th July, 2015 at 10 A.M. at 'Tyagi Farms', Plot No. 7, Bhawani Nagar, Dhinpur, Near Jhatikara Morh, Brijwasan Road, New Delhi – 110043, 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 resolutions proposed in the notice of the 25th Annual General Meeting of the Company is the responsibility of the management. My responsibly 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 favour or against if any, and details of invalid votes. if any to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depositories Limited (NSDL) 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 25th Annual General Meeting.
3. The result of the voting is as under:



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Resolution-1: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements for the financial year ended on 31st March, 2015 and the Reports of Directors' and Auditors' thereon.

(I) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
37	1,41,63,888	100.00

(II) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil		

(III) Invalid/Abstain votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	2395214

Resolution-2: Ordinary Resolution

To declare Final Dividend on Preference Shares (12% Cumulative, Rated, Non-Participative, and Non-Convertible & Compulsorily Redeemable Preference Shares) for the financial year 2014-15.

(I) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
37	1,41,63,888	100.00

(II) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil		

(III) Invalid/Abstain votes:



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Total number of members whose votes were declared invalid	Total number of votes cast by them
1	2395214

Resolution-3: Ordinary Resolution

To appoint a Director in place of Mr. Richard Benjamin Butler (DIN: 06574786), who retires by rotation and being eligible, offers himself for re- appointment.

(I) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
37	1,41,63,888	100.00

(II) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
	Nil	

(III) Invalid/Abstain votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	2395214

Resolution-4: Ordinary Resolution

To appoint Statutory Auditors from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting, to fix their remuneration and to authorize them also to conduct audit of accounts of the Company's Branches.

(I) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
37	1,41,63,888	100.00

(II) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
	Nil	

(III) Invalid/Abstain votes:

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Total number of members whose votes were declared invalid	Total number of votes cast by them
1	2395214

Resolution-5: Ordinary Resolution

To appoint Mr. Goh Colin (DIN: 06963178) as an Independent Director of the Company to hold office for a period of five years from 12th November, 2014 or till such earlier date as may be determined by any applicable statutes, rules, regulations or guidelines and not liable to retire by rotation.

(I) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
37	1,41,63,888	100.00

(II) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil		

(III) Invalid/Abstain votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	2395214

Resolution-6: Ordinary Resolution

To appoint Mr. Sanjay Kumar Bhatia (DIN: 07033027) as an Independent Director of the Company to hold office for a period of five years from 06th December, 2014, or till such earlier date as may be determined by any applicable statutes, rules, regulations or guidelines and not liable to retire by rotation.

(I) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
37	1,41,63,888	100.00

(II) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil		

(III) Invalid/Abstain votes:

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Total number of members whose votes were declared invalid	Total number of votes cast by them
1	2395214

Resolution-7: Ordinary Resolution

To appoint Mr. Arthur Sletteberg (DIN: 07123647) as Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.

(I) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
37	1,41,63,888	100.00

(II) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
	Nil	

(III) Invalid/Abstain votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	2395214

Resolution-8: Ordinary Resolution

To re-appoint Mr. H P Singh (DIN: 00333754) as Chairman cum Managing Director of the Company with effect from 01st October, 2015 for a term of five years

(I) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
37	1,41,63,888	100.00

(II) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
	Nil	

(III) Invalid/Abstain votes:



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Total number of members whose votes were declared invalid	Total number of votes cast by them
1	2395214

Resolution-9: Special Resolution

To increase the borrowing power of Board of Directors u/s 180(1) (c) of the Companies Act, 2013.

(I) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
37	1,41,63,888	100.00

(II) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
	Nil	

(III) Invalid/Abstain votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	2395214

Resolution-10: Special Resolution

Increase in power of Board of Directors for creating charge over movable and immovable properties of the Company u/s 180(1)(a) of the Companies Act, 2013.

(I) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
37	1,41,63,888	100.00

(II) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
	Nil	

(III) Invalid/Abstain votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	2395214



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Resolution-11: Special Resolution

To increase the limit u/s 42 of the Companies Act, 2013 and Rules framed thereunder (offers or invitations for Non-Convertible Debentures).

(I) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
37	1,41,63,888	100.00

(II) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
	Nil	

(III) Invalid/Abstain votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	2395214

All relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 25th Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you,

Yours faithfully,


Rajeev Bhatia
(Scrutinizer)

FCA,

M. No. 089018

Date: 09th July, 2015

Place: Delhi

For Satin Creditcare Network Limited



H P SINGH
Chairman-Cum-Mg. Director