



SATIN CREDITCARE NETWORK LIMITED

Regd. Office: 5th Floor, Kundan Bhawan, Azadpur Commercial Complex, Azadpur, Delhi-110033
(Registered Office Address changed with effect from 26th May, 2014)
Phone: 011-47545000, E-mail: investor@satincreditcare.com

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF SATIN CREDITCARE NETWORK LIMITED WILL BE HELD ON WEDNESDAY, 09TH JULY, 2014 AT 10.00 AM AT 'TYAGI FARMS', PLOT NO. 7, BHAWANI NAGAR, DHINPUR, NEAR JHATIKARA MORH, BRIJWASAN ROAD, NEW DELHI-110043, TO TRANSACT THE FOLLOWING BUSINESSES:

ITEM NO. 1:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT consent of the members be and is hereby accorded pursuant to section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013, to the Board of Directors of the Company to pledge, mortgage and/or charge in all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of Banks, Financial Institutions, any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the Principal together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the maximum extent of the indebtedness secured by the properties of the Company does not exceed Rs. 3000,00,00,000/- (Rupees Three Thousand Crores Only) at any time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do such acts, deeds, things and execute all such documents, undertakings as may be necessary for giving effect to the above resolution.”

ITEM NO. 2:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT consent of the members be and is hereby accorded pursuant to section 180(1)(c) and other applicable provisions if any, of the Companies Act, 2013, to the Board of Directors of the company to raise or borrow from time to time such sum or sums as they may deem appropriate for the purposes of the company notwithstanding that the monies already borrowed and the monies to be borrowed (apart from temporary loans obtained from company's bankers in the ordinary course of business) will exceed the paid-up capital of the company and free reserves not set apart for any specific purpose provided that the total amount upto which monies may be borrowed by the Board of Directors shall not exceed Rs. 3000,00,00,000/- (Rupees Three Thousand Crores Only) at any time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do such acts, deeds, things and execute all such documents, undertakings as may be necessary for giving effect to the above resolution.”

ITEM NO. 3:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT subject to the provisions of Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules 2014, the consent of the members be and is hereby accorded to the Board of Directors of the Company to raise funds for its general corporate purposes by way of issuance of non-convertible debentures, in one or more series/tranches on such terms and conditions as may be determined by the Board of Directors provided that the aggregate amount of non-convertible debentures offered/proposed to be offered shall not exceed Rs 3,000,000,000/- (Rupees Three Hundred Crores) for the period of one year from the date of this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do such acts, deeds, things and execute all such documents, undertaking as may be necessary for giving effect to the above resolution.”

ITEM NO. 4:

To consider and if thought fit to pass the following resolution, with or without modification, as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013, or subject to such modification and re-enactment thereof, new set of altered articles of association as tabled before the meeting be and is hereby read and adopted.”

“RESOLVED FURTHER THAT Sh. H P Singh, Chairman cum Managing Director and Choudhary Runveer Krishanan, Company Secretary & Compliance Officer be and are hereby singly and severally authorised to sign and file the requisite documents with Registrar of Companies, NCT of Delhi and Haryana and other authorities as may be required.”

**By order of the Board
For Satin Creditcare Network Limited**

**Place: Delhi
Date: 26th May, 2014**

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

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The proxy form duly completed must reach the registered office not later than 48 hours before the commencement of the Meeting.
3. A body corporate being a member shall be deemed to be personally present at the meeting if represented in accordance with the provisions of Section 113 of the Companies Act, 2013. The representative so appointed, shall have the right to appoint a proxy.
4. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014, (“Rules”) setting out all material facts in respect of the business specified in this notice and the reasons thereto is annexed hereto. The Special Resolution mentioned herein shall be declared as passed if the number of votes cast in its favour is not less than three times the number of votes cast against the said Special Resolution.
5. The notice is being sent to all the members of the Company, whose names appear on the register of members/ record of depositories as on 23rd May, 2014.
6. 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 Extraordinary General Meeting.
7. Members may please note that no gifts/ gift coupons shall be distributed at the venue of the General Meeting.
8. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circular, etc. from the Company in electronic mode.

VOTING THROUGH ELECTRONIC MEANS:

In accordance with the provisions of Section 108 of the Companies Act, 2013, and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to offer an e-voting facility to shareholders to cast their vote through such e-voting system. Notice of this meeting has been sent to all shareholders who have registered their email ids with the Company or the Registrar and Transfer Agent/Depository Participants and dispatched to other members who has not updated their email details. Necessary arrangements have been made by the Company with National Securities Depository Limited to facilitate e-voting. E-voting is optional.

If you have any queries, please refer to Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the 'downloads' section of www.evoting.nsdl.com.

INSTRUCTIONS FOR E-VOTING:

- (a) Launch an internet browser and type the following URL: <https://www.evoting.nsdl.com>.
- (b) Click on “Shareholder” – “Login”.
- (c) If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
- (d) If you are logging in for first time, please type in your user ID and initial password as provided.
- (e) Click Login.
- (f) When the password change menu appears, change your password to a phrase of your choice with a minimum of 8 digits/characters or a combination thereof. Note the new password. It is strongly recommended that you do not share your password with any other person and take care to keep your password confidential.
- (g) The home page of “e-Voting” should open thereafter. Click on “e-Voting”:- Active Voting Cycles.
- (h) Select “EVEN” of Satin Creditcare Network Limited.
- (i) Now you are ready for “e-Voting” as “Cast Vote” page opens.
- (j) Cast your vote by selecting the appropriate option and click on “Submit” and also “Confirm” when prompted.
- (k) Institutional shareholders (i.e. other than individuals, HUF, NRI etc) are also required to send a scanned copy (PDF/JPG format) of the relevant board resolution/authority letter etc. together with an attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the scrutinizer by an e-mail to rajivbhatia251@gmail.com with a copy marked to evoting@nsdl.co.in.
- (l) The electronic voting facility will be available during the following voting period:

Commencement of E-Voting (10.00 AM Onwards)	End of E-Voting (Till 5.00 PM)
02 nd July, 2014	04 th July, 2014

The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

- (m) The Board of Directors has, at their meeting held on 26th May, 2014, appointed Sh. Rajiv Bhatia, Practicing Chartered Accountant, as the scrutinizer to scrutinize e-voting process in a fair and transparent manner.
- (n) Members may contact Choudhary Runveer Krishanan at 011-47545000 and/or at email runveer.krishanan@satincreditcare.com for any information or queries pertaining to electronic voting.
- (o) The results declared along with the scrutinizer's report shall be placed on the website of the Company at <https://www.satincreditcare.com> and on the website of NSDL at <https://www.evoting.nsdl.com> within 2 (two) business days of the decision on the resolution at the General Meeting.
- (p) Subject to receipt of the sufficient votes, the resolution shall be deemed to be passed on the date of the General Meeting.
- (q) Notice of the meeting is also displayed at <https://www.satincreditcare.com>.
- (r) User Manual for electronic voting is available at <https://www.evoting.nsdl.com>

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 1 & 2 :

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which,

together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits upto Rs. 3000,00,00,000/- (Rupees Three Thousand Crores Only). Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power of Board of Directors to lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the general meeting.

The Board recommends these resolutions for the approval of the members as Special Resolutions.

None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 1 and 2. The Board of Directors recommends the above resolutions for the approval of the shareholders.

ITEM NO. 3:

In furtherance to the above mentioned shareholder resolution passed 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. 3000,00,00,000/- (Rupees Three 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. In order to augment long term resources for financing general corporate purposes, the Company may offer or invite subscription for secured/unsecured, redeemable/non-redeemable, non-convertible debentures, in one or more tranches, on private placement. For every issue of secured/unsecured, redeemable/non-redeemable, non-convertible debentures proposed to be offered for the period of one year from date of special resolution, 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.

The Board recommends this resolution for the approval of the members as Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 3. The Board of Directors recommends the above resolution for the approval of the shareholders.

ITEM NO. 4:

The Company has entered into Restated Shareholders Agreement with, the promoters, NMI Fund III KS, ShoreCap II Limited, Danish Microfinance Partners K/S and MV Mauritius Limited on 05th March, 2014 and investment agreement with NMI Fund III KS. Pursuant to the said Agreement(s), Articles of Association of the Company needs to be altered in order to give effect to the provisions contained in the above-said Agreement.

The Board has also found a few grammatical and technical flaws in the existing articles while reviewing and hence decided to recommend adoption of a complete new set of Articles. The copy of the new set of Article of Association is available at the registered office of the Company and any shareholder can send a request for the complete set of the same to the Company Secretary at the registered office address of the Company.

None of the Directors and Key Managerial Personnel of the Company, and any relatives of such director, except to the extent of shareholding of Sh. H P Singh, Chairman cum Managing Director, Sh. Satvinder Singh, Director of the company and Sh. Davis Frederick Golding, Director, Smt. Deepa A. Hingorani, Director, Sh. Richard Benjamin Butler, Director and Sh. Ole Peder Sandsbraaten, Director of the company to the extent of their interest as nominee directors, are in anyway concerned or interested in the resolution.

The Board recommends this resolution for the approval of the members as Special Resolution.

**By order of the Board
For Satin Creditcare Network Limited**

**Place: Delhi
Date: 26th May, 2014**

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