

Notice

Notice is hereby given that the Twenty Seventh Annual General Meeting of Satin Creditcare Network Limited will be held on Thursday, July 06, 2017 at 11:00 A.M. at "**Kamani Auditorium, 1, Copernicus Marg, New Delhi-110001**", to transact the following businesses:

ORDINARY BUSINESSSES

1. To receive, consider and adopt the Audited Financial Statements, including Audited Consolidated Financial Statements for the financial year ended on March 31, 2017 and the Report of Board of Directors of the Company and Independent Auditors' report thereon.
2. To declare Final Dividend on Preference Shares.
3. To appoint a Director in place of Mr. Satvinder Singh (DIN: 00332521), who retires by rotation and being eligible, offers himself for re-appointment.
4. 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 pursuant to provisions of Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014 including any statutory enactments or modifications thereof, M/s Walker Chandiook & Co LLP, Chartered Accountants (ICAI Firm Registration No. 001076N/N500013) be and is hereby appointed as Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of Thirty Second Annual General Meeting of the Company subject to ratification by the Members of the Company at every Annual General Meeting on such remuneration including out of pocket expenses and other expenses as may be fixed and determined by the Board of Directors of the Company in consultation with the said Auditors.”

SPECIAL BUSINESSSES

5. **TO APPOINT MR. DAVIS FREDERICK GOLDING (DIN: 00440024) 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 there under, read with Schedule IV of the Companies Act, 2013, and as per Articles of Association of the Company, Mr. Davis Frederick Golding (DIN: 00440024), appointed by the Board of Directors on August 30, 2016 as an Additional Director in the capacity of Independent 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 a 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 August 30, 2016 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 and at such remuneration (including commission) as may be determined by the Board from time to time in accordance with Section 197 of the Companies Act, 2013 and other applicable provisions, if any.”

6. **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**

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

“RESOLVED THAT in supersession of the earlier special resolution passed at the Annual General Meeting held on July 30, 2016 and pursuant to the provision of Section 42 and 71 of the Companies Act, 2013 and Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactments 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. 2,000 Crores (Rupees Two 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 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 is hereby authorized 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 Resolution 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.”

7. APPROVAL FOR TERMINATION OF EARLIER EMPLOYEE STOCK OPTION PLAN (ESOP) SCHEMES

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

“**RESOLVED THAT** pursuant to the powers vested under Clause 27 of the Satin Employee Stock Option Plan 2009, 2010 (I) and 2010 (II) and the approval of Board of Directors in this regard, the consent of the Company be and is hereby accorded to terminate the Satin Employee Stock Option Plan 2009, 2010 (I) and 2010 (II) with immediate effect.

RESOLVED FURTHER THAT the aforesaid termination of Satin Employee Stock Option Plan 2009 shall not, in any manner, affect the validity of the grant of options made under the said Plan and the vesting and exercise of options shall continue with same effect as if the Satin Employee Stock Option Plan 2009 was never terminated.

RESOLVED FURTHER THAT the Board of Directors of the Company and the Nomination & Remuneration Committee (collective referred to as the “Board”), be and are hereby authorized to do all such acts, deeds, and things, as they may, in their absolute discretion deem necessary to the termination of Satin Employee Stock Option Plan 2009, 2010 (I) and 2010 (II) and also to initiate all necessary actions for and to settle all such questions, difficulties or doubts whatsoever that may arise and take all such steps and decisions in this regard.”

8. APPROVAL OF SATIN EMPLOYEE STOCK OPTION SCHEME 2017

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (SEBI SBEB Regulations) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under and in accordance with the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations), and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the member(s) of the Company be and is hereby accorded to the formulation and implementation of ‘Satin Employee Stock Option Scheme 2017’ (hereinafter referred to as “ESOS 2017” or the “Scheme”) through Trust Route, authorizing the Board of Directors of the Company (here in after referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination & Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to create, grant, offer, issue and allot from time to time, in one or more tranches, options not exceeding 361,400 representing 0.96% of the paid-up Capital of the company as on March 31, 2017 [or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time including the shares lying with the Trust that may remain unutilized pursuant to non-exercisability of options granted under Satin ESOP 2009, 2010 (I) and 2010 (II)] to or for the benefit of permanent employees of the Company and its subsidiaries whether working in India or outside India; Directors of the Company, whether a Whole-time Director or not but not an Independent Director; and such other employees and persons as may be permitted under the applicable laws and as may be approved by the Committee, from time to time, on such terms and conditions, as contained in the Scheme and summarized in the Explanatory Statement and to provide for grant and subsequent vesting and exercise of options by eligible employees in the manner and method contained in the Explanatory Statement as the Board may decide in accordance with the provisions of the applicable laws and the provisions of ESOS 2017.

RESOLVED FURTHER THAT the equity shares to be issued and transferred as mentioned here in before shall rank *pari-passu* with the existing equity shares of the Company for all purposes.



RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to ESOS 2017.

RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate ESOS 2017 subject to compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may think in its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of ESOS 2017 and do all other things incidental to and ancillary thereof.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things as it may in its absolute discretion deem necessary including authorizing the Board to appoint Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of ESOS 2017 as also to make applications to the appropriate Authorities, for their requisite approvals as also to initiate all necessary actions for and to settle all such questions, difficulties or doubts whatsoever that may arise and take all such steps and decisions in this regard.”

9. APPROVAL OF GRANT OF STOCK OPTIONS TO THE EMPLOYEES OF SUBSIDIARY COMPANY(IES) (PRESENT & FUTURE) UNDER THE SCHEME

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

“**RESOLVED THAT** pursuant to Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI SBEB Regulations”) and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the member(s) of the Company be and is hereby accorded to grant the stock options under the Satin Employee Stock Option Scheme, 2017 (“ESOS 2017” or the “Scheme”) to the present and future, permanent employees of the subsidiary Company(ies) and their director(s), whether Whole-time director or not, but excluding independent directors, if any, from time to time as contained in the Scheme, on such terms and conditions, as set out in the Scheme and summarised in the Explanatory Statement.

RESOLVED FURTHER THAT the Board of Directors of the Company and the Nomination & Remuneration Committee (collective referred to as the “**Board**”), be and are hereby authorized to do all such acts, deeds, and things as they may in their absolute discretion deem necessary including authorizing the Board to appoint Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of ESOS 2017 as also to make applications to the appropriate Authorities, for their requisite approvals as also to initiate all necessary actions for and to settle all such questions, difficulties or doubts whatsoever that may arise and take all such steps and decisions in this regard.”

10. 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 modifications or re-enactments 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 laws or regulations, 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. 300 Crores (Rupees Three Hundred 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 or the Committee of directors duly authorised by the Board of directors decides to open the proposed issue



of 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.”



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

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) and re-enactment thereof for the time being in force), the new set of altered articles of association in substitution of existing articles of association of the Company be and is hereby adopted.

RESOLVED FURTHER THAT Mr. H P Singh, Chairman cum Managing Director (DIN: 00333754) and Choudhary Runveer Krishanan, Company Secretary & Compliance Officer be and are hereby singly and severally authorised, to sign, execute, file all the requisite documents with Registrar of Companies, NCT of Delhi and Haryana and other authorities as may be required and to do all such other acts, deeds, matters and things as deem necessary, proper or expedient to give effect to the above resolution.”

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

**Choudhary Runveer Krishanan
(Company Secretary & Compliance Officer)
FCS:7437**

**Place: Delhi
Dated: May 26, 2017**



Notes:

1. An explanatory statement as required under Section 102 of the Companies Act, 2013 in respect of the special 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. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. The register of members and share transfer books of the Company shall remain closed from June 30, 2017 to July 06, 2017 (both days inclusive) for determining the names of members eligible for voting at the Meeting. The members whose names appear on the Company's Register of Members as on June 29, 2017 will be eligible to attend and vote at the Meeting.
5. 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 02, 2017.
6. Members may also note that the Notice of the 27th Annual General Meeting and the Annual Report for year ended March 31, 2017 will also be available on the Company's website 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". The Company has a dedicated e-mail address "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.
7. 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.
8. Members are requested to send their queries, if any, at least 10 days in advance of meeting so that the information can be made available at the meeting.
9. Members are requested to bring their copy of the Annual Report to the Meeting and no copy would be provided at Annual General Meeting venue.
10. Voting Rights: Shareholders holding Equity Shares shall have one vote per share as shown against their holding and shareholders.
11. 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.
12. 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. Further, the Register of Contract or Arrangements as maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members during the course of the meeting at the venue.



13. Pursuant to the prohibition imposed vide Secretarial Standard on the General Meeting (SS-2) issued by The Institute of Company Secretaries of India (ICSI) and the Ministry of Corporate Affairs (MCA) Circular, no gifts/coupons shall be distributed at the Annual General Meeting.
14. 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.
15. 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 request for registration of e-mail address can be sent to “investors@satincare.com”.
16. **VOTING THROUGH ELECTRONIC MEANS**
- i. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide to its' members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
 - ii. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
 - iii. The Board of Directors of the Company has appointed Mr. Rajeev Bhatia, a Practicing Chartered Accountant (ICAI Membership No. 089018), proprietor of M/s Rajeev Bhatia & Associates, as Scrutinizer to scrutinize the voting at Annual General Meeting and remote e-voting process in a fair and transparent manner and has communicated his willingness to be appointed and will be available for same purpose.
 - iv. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner as on the cut-off date i.e. Thursday, June 29, 2017.
 - v. The e-voting period commences on Monday, July 03, 2017 (10.00 A.M. IST) and ends on Wednesday, July 05, 2017 (5.00 p.m. IST). During this period, Members may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter
 - vi. The instructions and other information for e-voting are as under:
 - (i) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (ii) Click on Shareholders.
 - (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (iv) Next enter the Image Verification as displayed and Click on Login.
 - (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form :	
Permanent Account Number (PAN)	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank OR Date of Birth	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the **EVSN** for the relevant “**170531004-Satin Creditcare Network Limited**” on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same there is an option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app **m-Voting** available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) **Note for Non – Individual Shareholders and Custodians:**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to **www.evotingindia.com** and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.



- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at **www.evotingindia.com**, under help section or write an email to **helpdesk.evoting@cdslindia.com**.
17. The results declared along with the Scrutinizer's Report shall be placed on the Company's website **www.satincare.com** and on the website of CDSL 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.
18. The route map showing direction to reach the venue of the Annual General Meeting is annexed as **Appendix 1** and form part of the Notice.

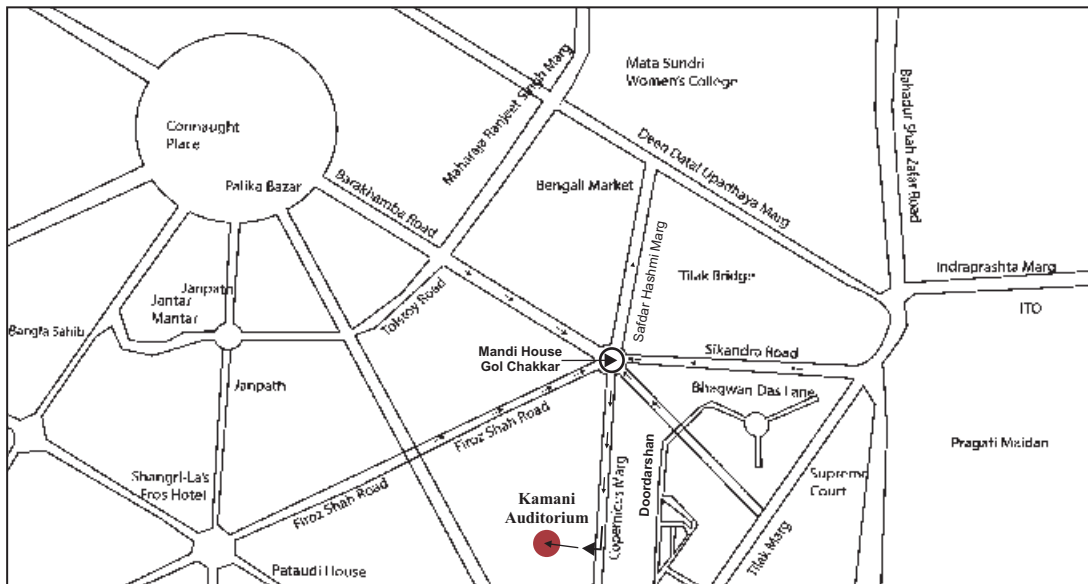
**By Order of the Board of Directors
For Satin Creditcare Network Limited**

**Choudhary Runveer Krishnan
(Company Secretary & Compliance Officer)
FCS:7437**

**Place: Delhi
Dated: May 26, 2017**

Appendix: I

Route Map: Venue of 27th Annual General Meeting of Satin Creditcare Network Limited



**Venue:
Kamani Auditorium
1, Copernicus Marg, New Delhi-110001**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ATTACHED ALONG WITH THE NOTICE DATED MAY 26, 2017

Item No. 5

The Nomination & Remuneration Committee of the Board of Directors of the Company has recommended appointment of, Mr. Davis Frederick Golding (DIN: 00440024), who was appointed vide resolution passed by the Board on August 30, 2016 as additional director and in capacity of Independent Director of the Company and who 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 Board of Directors are of the opinion that Mr. Davis Frederick Golding possesses relevant expertise and experience and are eligible for the position of Independent Directors of the Company and fulfills the conditions specified by the Companies Act, 2013 and the Uniform Listing Agreement with the Stock Exchanges and also in terms of applicable guidelines from Reserve Bank of India. The Board considers that his association as Independent Directors will be beneficial and in the best interest of the Company.

The nature of expertise of Mr. Davis Frederick Golding, 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 the 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. Davis Frederick Golding (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. Davis Frederick Golding as a Director of the Company.

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. Davis Frederick Golding as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Davis Frederick Golding as an Independent Director, for the approval by the shareholders of the Company. The Board also recommends the aggregate remuneration payable to Mr. Davis Frederick Golding which shall not exceed the overall ceilings laid down in Sections 197 and other applicable provisions of the Companies Act, 2013 or any other law for the time being in force, if any. For clarity, the remuneration aforesaid shall be exclusive of remuneration by way of fee for attending meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board and to the extent, permissible under applicable laws.

Except for Mr. Davis Frederick Golding, 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 of Directors recommend the Resolution for approval of the members of the Company.

Item No. 6

Pursuant to Section 42 of the Companies Act, 2013 and other applicable provisions read with the relevant rules thereunder requires every issuance of securities/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. 2,000 Crores (Rupees Two Thousand Crores only), 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.

The Board of Directors recommend the Resolution for approval of the members of the Company.



Item No. 7

The Company came up with the Employee Stock Option Plans in the years 2009 and 2010 respectively. These Plans were formulated in accordance with erstwhile SEBI (ESOS & ESPS) Guidelines, 1999. However the new SEBI (Share Based Employee Benefit) Regulations came in the year 2014 which chalked out various governing provisions which were not present under the old guidelines. This made the Employee Stock Options un-aligned with the latest regulatory provisions. Also the Stock Option Plans 2010 and 2010 (II) could not initiated at all due to the Plans being less lucrative to employees as well as the company.

Hence the management of the company is of the view to terminate the old Plans and come with a new ESOP Plan which is comparatively more lucrative to reward the employees and also is in compliance of the latest provisions of the law and regulations. In this regard the approval of members is sought under Resolution no. 7.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution(s) mentioned at Item No. 7, except to the extent of the stock options that have been or may be granted to them under ESOS 2017.

The Board of Directors recommend the Resolution for approval of the members of the Company.

Item No. 8 & 9

The purpose of ESOS 2017 is to attract, reward and retain the following categories of eligible employees of the Company (i) such permanent employees of the Company whether working in India or outside India; (ii) Directors of the Company, whether a Whole-time Director or not; (iii) such permanent employees and Directors of a subsidiary Company(ies) (present & future) whether working in India or outside India; and (iv) such other persons as may from time to time be allowed under applicable laws and as may be decided by Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination & Remuneration Committee which the Board has constituted to, *inter alia*, exercise certain powers with respect to share based benefits schemes formulated by the Company.

ESOS 2017 is drawn in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ('SBEB'), issued by SEBI and other applicable laws. The Nomination and Remuneration Committee and Board of Directors in their meeting held on May 26, 2017, have approved the Satin Employee Stock Option Scheme 2017 to be implemented through trust route.

As a consequence to the aforesaid, the explanatory statement and relevant resolutions at Item No 8 & 9 of the Notice of Annual General Meeting held on July 06, 2017 which is proposed for approval of the Shareholders are set out in this Notice.

The salient features and other details of the Scheme as per the Regulation 6(2) of SEBI (Share Based Employee Benefits) Regulations, 2014 are as under:

a) Brief description of the Scheme:

The Scheme shall be called as the 'Satin Employee Stock Option Scheme 2017' and shall extend its benefits to the present and/or future permanent employees of the Company, in accordance with the applicable laws. The scheme will be implemented via Trust Route which will transfer the equity shares of the company held by it, for the purpose of extending the benefits of the scheme to the employees.

The benefit of the Scheme shall also be extended to the employees of the Subsidiary Company(s).

b) Total number of Options to be granted:

The total number of options to be granted under ESOS 2017 shall not exceed 3,16,400 options, representing 0.96% of paid-up capital of the Company as on March 31, 2017 (or such other adjusted figure for any bonus, stock splits or consolidations or other re-organization of the capital structure of the Company as may be applicable from time to time including the shares lying with the Trust that may remain unutilized pursuant to non-exercisability of options granted under Satin ESOP 2009, 2010 and 2010 (II)). Each option when exercised shall be converted into 1 Equity Share of Rs.10 (Rupees Ten) each fully paid-up. The number of options shall stand adjusted on account of any corporate actions taking place in the company.



c) Identification of classes of employees entitled to participate in ESOP 2017:

- a) Permanent employees of the Company, whether working in India or outside India;
- b) Director of the Company, whether a whole-time director or not;
- c) Employees/directors as enumerated in sub clauses (a) and (b) above, of a Subsidiary Company of the Company (whether existing presently or in the future), whether working in India or outside India; and
- d) Such other persons, as may from time to time be allowed under Applicable Laws and as may be decided by the Committee.

Following persons are not eligible to be granted options under the ESOS 2017:

- a) an employee who is a Promoter or belongs to the Promoter Group;
- b) a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; and
- c) an Independent Director within the meaning of the Companies Act, 2013 and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

d) Requirements of vesting and period of vesting:

Options Granted under this Scheme would vest on the vesting dates specified in the Grant Letter, and in any event not earlier than one year from the date of Grant of such Options and no later than a period of 3 (Three) years starting at the end of 1 (One) year from the date of Grant.

e) Maximum period within which the options shall be vested:

All the options granted on any date shall vest over a period of upto 4 (Four) years from the date of such grant, starting from the end of 1 (One) year from the date of grant of such options.

f) Exercise price or pricing formula:

The Exercise price of the shares will be based upon the Market Price of the shares on the Stock Exchange on the date immediately prior to the date of the NRC meeting for grant of options. However, if the shares are listed on more than one stock exchange, then the closing price on the stock exchange having higher trading volume shall be considered as the market price. Committee can provide suitable discount or charge premium upon the price arrived as per above formula.

g) Exercise period and the process of Exercise:

Eligible Employee will be permitted to exercise vested options within a period of 1 (One) year from respective vestings.

There shall be two routes of exercise under this Scheme:

1. **Shares route:** in this route, the Employee will receive the Shares equivalent to the number of the Options exercised in accordance with the terms and conditions of the Scheme after he/she has made the payment of the exercise price and the applicable income tax.
2. **Cashless route:** in this case, the Employee will receive the sale proceeds of the Shares equivalent to the number of the Options in accordance with the terms and conditions of the Scheme after deduction of the Exercise Price and the applicable income tax from such sale proceeds.

The vested options shall be exercisable by the employees by a written application to the Trust expressing his/ her desire to exercise such vested options in such manner and on such format as may be prescribed by the Committee. The vested options shall lapse if not exercised within the specified exercise period.

h) Appraisal process for determining the eligibility of employees under ESOS 2017:

The appraisal process for determining the eligibility shall be decided from time to time by the Committee.

i) Maximum number of Options to be issued per employee and in aggregate:



The maximum number of Options that can be granted to any eligible employee during any one-year shall not equal or exceed 1% of the issued capital of the Company at the time of grant of options unless otherwise approved by the shareholders.

However the aggregate number of options to be issued shall at no time exceed 3, 16,400 options representing 0.96% of the paid up capital of the company as on March 31, 2017 [or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time including the shares lying with the Trust that may remain unutilized pursuant to non-exercisability of options granted under Satin ESOP 2009, 2010 (I) and 2010 (II)].

j) Maximum quantum of benefits to be provided per employee under the ESOS 2017:

The maximum quantum of benefits underlying the options issued to an eligible employee shall be equal to the difference between the option exercise price of the option and the market price of the shares as on the exercise date.

k) Implementation and administration of the scheme

Trust Route

l) Whether the scheme involves new issue of shares by the company or secondary acquisition by the Trust or both

N.A.- The Trust already holds shares of the company which will be utilized under this Scheme.

m) Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.:

Not Applicable

n) Maximum percentage of secondary acquisition:

Not Applicable

o) Accounting and Disclosure Policies:

The Company will confirm to the disclosures and the accounting policies prescribed under Regulation 15 of the SEBI (SBEB) Regulation, 2014, or as may be prescribed by regulatory authorities from time to time.

p) Method of option valuation:

The Company shall adopt the 'fair value method' of valuation of options.

q) Declaration:

As the company is adopting fair value method, therefore it is not required to give any declaration.

Consent of the members is being sought by way of Special Resolutions 8 & 9 pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SEBI (SBEB) Regulations.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution(s) mentioned at Item No. 8 and Item No. 9, except to the extent of the stock options that have been or may be granted to them under ESOS 2017.

Item No. 10

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. 300 Crores (Rupees Three Hundred 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 authorized 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 or the Committee of directors duly authorised by the Board of directors decides to open the issue. 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, as amended 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. 10 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. 11

The Company has entered into a Shareholders Agreement dated April 10, 2017 (“**ADB SHA**”) and Investment Agreement dated April 10, 2017 with Asian Development Bank and the Promoter Group of the Company. The relevant provisions of the ADB SHA need to be incorporated in the Articles of Association of the Company. In addition, amendments are suggested in order to incorporate provisions of sitting fee and an enabling power to the Company to issue different kind of preference shares in accordance with the provisions of Companies Act, 2013.

Further, the Board in its meeting held on May 26, 2017 has subject to approval by members, approved the above said amendments in the Articles of Association of the Company.



The copy of the new set of Article of Association of the Company is available at the registered office of the Company during between 11:00 A.M. and 4.00 P.M. on all working days from the date of dispatch of the Notice till July 6, 2017 and any Member can send a request for the complete set of the same to Company Secretary & Compliance Officer at runveer.krishanan@satincreditcare.com.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their interest as nominee directors and to the extent of their respective shareholding in the Company.

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

**Choudhary Runveer Krishanan
(Company Secretary & Compliance Officer)
FCS:7437**

**Place: Delhi
Dated: May 26, 2017**



(Annexure-A)

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN ANNUAL GENERAL MEETING

Name of the Director	Mr. Satvinder Singh	Mr. Davis Frederick Golding
DIN	00332521	00440024
Date of Appointment	October 16, 1990	August 30, 2016
Date of Birth	March 13, 1966	November 18, 1958
Brief Profile/Nature of Expertise	Mr. Satvinder Singh, aged 51 years, is a Non-Executive Director of our Company and has been associated with our Company since incorporation. He has a post graduate diploma in Business Management from Institute of Management Technology, Ghaziabad. He has more than 26 years of experience in consumer marketing and finance.	Mr. Davis Frederick Golding, aged 58 years, holds a bachelor's degree in business administration from Duke University, Durham, North Carolina. He has more than 31 years of experience in international finance, banking, and mergers and acquisitions. He has previously served as the executive vice president and chief investment officer of Equator Capital Partners which is the investment manager for ShoreCap II Limited and also as the president and chief executive officer of a Hong Kong based merchant banking company and as the chief operating officer of ShoreBank Pacific and as a director of Textron Financial Corporation.
Names of other companies in which the person also holds the directorship	1) M/s Taco Consultants Private Limited 2) M/s Satin Neo Dimensions Private Limited	1) M/s Chaitanya Rural Intermediation Development Services Private Limited 2) M/s Chaitanya India Fin Credit Private Limited
Names of companies in which the person also holds the membership of Committees of the Board	NIL	NIL
Number of Equity Shares held in the Company	257,011	NIL
Relationship between directors inter-se	Brother of Mr. H P Singh, Chairman cum Managing Director of the Company	None