



SATIN CREDITCARE NETWORK LIMITED

CIN: L65991DL1990PLC041796

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Azadpur, Delhi-110033 Phone: 0124-4715400/450/499

Corp. Office: Floor 1 & 3, Plot No 97, Sector 44, Gurugram, Haryana-122003, India

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NOTICE

Notice is hereby given that an Extraordinary General Meeting of the members of Satin Creditcare Network Limited (“Company”) will be held on Friday, December 22, 2017 at 11.00 A.M. (IST) at Little Theatre Group Auditorium, 1, Copernicus Marg, Mandi House, Opp. Doordarshan Bhavan, Near Connaught Place, New Delhi, Delhi 110001, to transact the following business:-

SPECIAL BUSINESSES:

ITEM NO. 1: ADOPTION OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AS PER THE PROVISIONS 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 Sections 4, 13 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the “Companies Act”), read with the Companies (Incorporation) Rules, 2014 (including any statutory re-enactment(s) and modification(s) made there under, if any, for the time being in force), and in accordance with Table A of Schedule I of the Companies Act, consent of the members of the Company be and is hereby accorded for alteration in the Memorandum of Association of the Company by merging the Objects of the Company mentioned under Clause III (C) “Other Objects” with Clause III (B) “Objects Incidental or Ancillary to the attainment of the Main Objects” and consequently deleting the heading of Clause III (C) and changing the object numbering as may be appropriate.

RESOLVED FURTHER THAT in accordance with Table A of Schedule I of the Companies Act, Clause III (A) and III (B) of the Memorandum of Association of the Company, be renamed as under:

“Clause III (A) – The Main objects to be pursued by the Company on its incorporation are:”

“Clause III (B) – Matters which are necessary for furtherance of the objects specified in Clause III (A) are:”

RESOLVED FURTHER THAT in accordance with Table A of Schedule I of the Companies Act, the existing liability clause contained in Clause IV of the Memorandum of Association of the Company, be substituted as under to bring it in line with the new liability clause provided in Table A of Schedule I of the Companies Act:

“Clause IV – The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.”

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, the Board of Directors and the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with the Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to the aforesaid resolutions and for matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT all actions taken by the Board duly constituted for this purpose in connection with any matter(s) referred or contemplated in any of the aforesaid resolutions be and are hereby approved, ratified and confirmed in all respects.”

ITEM NO. 2: ISSUANCE OF FULLY CONVERTIBLE WARRANTS ON A PREFERENTIAL BASIS TO AN ENTITY BELONGING TO THE PROMOTER CATEGORY

To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Companies Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with the relevant stock exchange(s) where the shares of the Company are listed (“Stock Exchange(s)”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”) as amended, including the SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2009, as amended (“SEBI ICDR Regulations”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India, Reserve Bank of India, SEBI, Stock Exchange(s) and any other relevant statutory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations,

corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the board of directors of the Company (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 exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot on a preferential basis up to 17,91,044 (Seventeen Lakhs Ninety One Thousand and Forty Four) fully convertible warrants (“**Warrants**”) to the person as described below, being an entity belonging to the Promoter Category (“**Proposed Warrant Allottee**”), each convertible into, or exchangeable for, at an option of the Proposed Warrant Allottee, in one or more tranches, one Equity Share of face value of INR 10/- (Indian Rupees Ten only) each, for cash at an issue price of INR 335/- (Indian Rupees Three Hundred and Thirty Five only) per Warrant (including a premium of INR 325/- per Warrant) which is more than the price as determined by the Board in accordance with the pricing guidelines prescribed under Chapter VII of the SEBI ICDR Regulations (“**Warrant Issue Price**”) for an amount not exceeding INR 60,00,00,000 (Indian Rupees Sixty Crores), and to issue fresh Equity Shares on the conversion of Warrants on such terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations or other applicable laws.

Name of the Proposed Warrant Allottee	Category	No. of Warrants Proposed to be issued
Trishashna Holdings & Investments Private Limited	Promoter	Up to 17,91,044 Warrants

RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter VII of the SEBI ICDR Regulations, for the determination of issue/exercise price for the issue of the Warrants/Equity Shares pursuant to the conversion of the Warrants is Wednesday, November 22, 2017 being the date which is 30 (thirty) days prior to the date of this Extraordinary General Meeting (i.e. Friday, December 22, 2017).

RESOLVED FURTHER THAT the aforesaid issue of Warrants shall be subject to the following terms and conditions:

- (a) The Proposed Warrant Allottee shall, on or prior to the date of allotment of the Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price per Warrant shall be payable by the Proposed Warrant Allottee at the time of exercise of the Warrants.
- (b) Each Warrant held by the Proposed Warrant Allottee shall entitle the Proposed Warrant Allottee to apply for and obtain allotment of one Equity Share at any time after the date of allotment but on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants (the “**Warrant Exercise Period**”).
- (c) In the event the Proposed Warrant Allottee does not exercise the Warrants within the Warrant Exercise Period, the Warrants shall lapse and the amount paid upfront by the Proposed Warrant Allottee shall stand forfeited by the Company.
- (d) The pre-preferential Equity shareholding of the Proposed Warrant Allottee along with Warrants, being allotted to the Proposed Warrant Allottee and the Equity Shares proposed to be allotted pursuant to the exercise of such Warrants shall, in each case, be under lock in for such period as may be prescribed under Chapter VII of the SEBI ICDR Regulations.
- (e) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- (f) The Warrants shall be allotted within a period 15 (fifteen) days from the date of passing this resolution, provided where the allotment of the Warrants is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval.
- (g) Warrants and the Equity Shares to be issued and allotted by the Company upon exercise of any Warrants shall, in each case, be in dematerialized form.
- (h) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Warrant Allottee.
- (i) The issue of Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- (j) The Warrants by themselves until converted into Equity Shares, do not give to the Proposed Warrant Allottee any voting rights in the Company in respect of such Warrants.
- (k) The Warrants shall be converted in 1 (one) or more tranches. The Proposed Warrant Allottee shall be entitled to exercise any or all of the Warrants by issuance of a written notice to the Company (“**Exercise Notice**”) not later than 15 (fifteen) days prior to the expiry of the Warrant Exercise Period. The Exercise Notice shall set out the number of Warrants proposed to be exercised by the Proposed Warrant Allottee, together with the aggregate amount payable to the Company. The Company shall within 7 (seven) days of the Exercise Notice convene a meeting of the Board or a committee thereof to implement the exercise of the Warrants specified in the Exercise Notice and issue and allot the corresponding number of the Equity Shares to the Proposed Warrant Allottee.
- (l) Upon exercise by the Proposed Warrant Allottee of the Warrants, the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required to give effect to such issue, including but not limited to delivering to the Proposed Warrant

Allottee, evidence of the credit of such Equity Shares to the demat account of the Proposed Warrant Allottee and entering the name of the Proposed Warrant Allottee in the records of the Company as the registered owner of such Equity Shares.

RESOLVED FURTHER THAT the Equity Shares proposed to be issued and allotted upon exercise of the option in the Warrants shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid up Equity Shares of face value of INR 10/- (Indian Rupees Ten only) each of the Company subject to applicable laws as well as the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board/Committee(s) of the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the conversion option in the Warrants held by the Proposed Warrant Allottee.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/Committee(s) of the Board and the Company Secretary be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Warrants or allotment of the Equity shares upon the conversion of Warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally authorized to execute and deliver any and all other documents, papers and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the preferential issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

ITEM NO. 3: ISSUANCE OF EQUITY SHARES ON A PREFERENTIAL BASIS TO THE PERSONS BELONGING TO THE NON-PROMOTER CATEGORY

To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "**Companies Act**") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with the relevant stock exchange(s) where the shares of the Company are listed ("**Stock Exchange(s)**"), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("**SEBI**"), as amended including the SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2009, as amended ("**SEBI ICDR Regulations**"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Foreign Exchange Management Act, 1999, as amended, and rules and regulations framed thereunder as in force and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Government of India and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India, Reserve Bank of India, SEBI, Stock Exchange(s) and any other relevant statutory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the board of directors of the Company (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 exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, up to:

- i) up to 5,97,014 (Five Lakh Ninety Seven Thousand and Fourteen) Equity Shares of face value of INR 10/- (Indian Rupees Ten only) to Nordic Microfinance Initiative Fund III KS, being an entity belonging to the Non-Promoter Category ("**Proposed Equity Allottee**"), fully paid-up for cash, at an issue price of INR 335/- each (Indian Rupees Three Hundred and Thirty Five only) per Equity Share (including a premium of INR 325/- per Equity Share) which is more than the price as determined by the Board in accordance with the pricing guidelines prescribed under Chapter VII of the SEBI ICDR Regulations ("**Issue Price**"), for an amount not exceeding INR 20,00,00,000 (Indian Rupees Twenty Crores), at such time or times, and on such terms and conditions and in such manner as the Board may think fit in its absolute discretion; and
- ii) up to 23,88,060 (Twenty Three Lakhs Eighty Eight Thousand and Sixty) Equity Shares of face value of INR 10/- (Indian Rupees Ten only) to Kora Investments I LLC, being an entity belonging to the Non-Promoter Category ("**Proposed Equity Allottee**"), fully paid-up for cash, at an issue price of INR 335/- each (Indian Rupees Three Hundred and Thirty Five Only) per Equity Share (including a premium of INR 325/-

per Equity Share) which is more than the price as determined by the Board in accordance with the pricing guidelines prescribed under Chapter VII of the SEBI ICDR Regulations ("**Issue Price**"), for an amount not exceeding INR 80,00,00,000 (Indian Rupees Eighty Crores only), at such time or times, and on such terms and conditions and in such manner as the Board may think fit in its absolute discretion.

RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter VII of the SEBI ICDR Regulations for the determination of issue price of Equity Shares is Wednesday, November 22, 2017 being the date which is 30 (thirty) days prior to the date of this Extraordinary General Meeting (i.e. Friday, December 22, 2017).

RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- (a) The Proposed Equity Allottees of Equity Shares shall be required to bring in 100% of the consideration, for the Equity Shares to be allotted to such Proposed Equity Allottees, on or prior to the date of allotment thereof.
- (b) The consideration for allotment of Equity Shares shall be paid to the Company from the bank account of the Proposed Equity Allottees.
- (c) The pre-preferential shareholding of the Proposed Equity Allottees (if any) and Equity Shares to be allotted to the Proposed Equity Allottees shall be under lock-in for such period as may be prescribed under Chapter VII of the SEBI ICDR Regulations.
- (d) The Equity Shares so allotted to the Proposed Equity Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- (e) The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing this resolution, provided where the allotment of the Equity Shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval.
- (f) Allotment of Equity Shares shall only be made in dematerialized form.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid up Equity Shares of face value of INR 10/- (Indian Rupees Ten only) each of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/Committee(s) of the Board and the Company Secretary be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally authorized to execute and deliver any and all other documents, papers and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the preferential issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

ITEM NO. 4: ISSUANCE OF OPTIONALLY CONVERTIBLE CUMULATIVE REDEEMABLE PREFERENCE SHARES ON A PREFERENTIAL BASIS TO AN ENTITY BELONGING TO THE NON-PROMOTER CATEGORY

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

"RESOLVED THAT pursuant to the provisions of Sections 42, 55, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "**Companies Act**") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with the relevant stock exchange(s) where the shares of the Company are listed ("**Stock Exchange(s)**"), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("**SEBI**"), as amended including the SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2009, as amended ("**SEBI ICDR Regulations**"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India, Reserve Bank of India, SEBI, Stock Exchange(s) and any other relevant statutory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/ or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the board of directors of the Company (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 exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot on a preferential basis 13,43,283 (Thirteen Lakh Forty Three Thousand Two Hundred and Eighty Three) 0.01% Optionally Convertible Cumulative Redeemable Preference Shares (“**OCCRPS**”) of face value of INR 10/- (Indian Rupees Ten only) per OCCRPS, fully paid-up for cash, at an issue price of INR 335/- (Indian Rupees Three Hundred and Thirty Five only) per OCCRPS (including a premium of INR 325/- per OCCRPS) which is more than the price as determined by the Board in accordance with the pricing guidelines prescribed under Chapter VII of the SEBI ICDR Regulations (the “**OCCRPS Issue Price**”) to the entity as described below belonging to the Non- Promoter Category (the “**Proposed OCCRPS Allottee**”) for an amount not exceeding INR 44,99,99,805/- (Indian Rupees Forty Four Crores Ninety Nine Lakhs Ninety Nine Thousand Eight Hundred and Five only), the entire consideration being payable to the Company on or before allotment, either convertible into equivalent number of equity shares of the Company of INR 10/- each (Indian Rupees Ten only) (“**Equity Shares**”), in a single tranche, at the option of the Proposed OCCRPS Allottee within a time frame not exceeding 18 (eighteen) months from the date of allotment of the OCCRPS or subject to redemption by the Company at the end of such time frame, in such manner and on such terms and conditions, as may be deemed appropriate by the Board at its absolute discretion but subject to applicable laws, including the provisions of the Companies Act and Chapter VII of the SEBI ICDR Regulations.

Name of the Proposed OCCRPS Allottee	Category	No. of OCCRPS Proposed to be Allottee
IndusInd Bank Limited	Non-Promoter	Up to 13,43,283 OCCRPS

RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter VII of the SEBI ICDR Regulations for the determination of issue price of Equity Shares is Wednesday, November 22, 2017 being the date which is 30 (thirty) days prior to the date of this Extraordinary General Meeting (i.e. Friday, December 22, 2017).

RESOLVED FURTHER THAT the aforesaid issue of OCCRPS shall be subject to the following terms and conditions:

- (a) The OCCRPS shall be allotted in dematerialized form and the Equity Shares arising on conversion shall also be allotted in dematerialized form only.
- (b) The Proposed OCCRPS Allottee shall be entitled to opt for conversion of all the OCCRPS into Equity Shares of INR 10/- each, in a single tranche, within a period of 18 (eighteen) months commencing from the date of allotment of such OCCRPS (“**Conversion Period**”). There being no option for part conversion.
- (c) The Proposed OCCRPS Allottee shall be entitled to convert the OCCRPS by issuance of a written notice to the Company (“**Conversion Notice**”) not later than 15 (fifteen) days prior to the expiry of the Conversion Period. The Company shall within 7 (seven) days of the Conversion Notice convene a meeting of the Board or a committee thereof to implement the conversion of the OCCRPS specified in the Conversion Notice and issue and allot the corresponding number of the Equity Shares to the Proposed OCCRPS Allottee.
- (d) In case the Proposed OCCRPS Allottee does not choose to exercise the conversion option, the OCCRPS held by the Proposed OCCRPS Allottee will be compulsorily redeemed by the Company along with applicable yield at the rate of 12% per annum (which will include the accumulated dividend @ 0.01 % per annum) of the total consideration paid by the Proposed OCCRPS Allottee for the OCCRPS within a period of 30 (Thirty) days, following the expiry of the Conversion Period.
- (e) The OCCRPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to the payment of dividend and repayment of capital during winding up.
- (f) The OCCRPS shall bear a cumulative dividend equal to 0.01% per annum payable till the date of conversion/redemption of OCCRPS in a yearly basis upon declaration in Annual General Meeting, in accordance with provisions of Companies Act. The dividend will be calculated on pro-rata basis i.e. from the date of allotment of such OCCRPS till the date of conversion/redemption and shall be paid for part period on/along conversion/redemption.
- (g) The voting rights of the persons holding the OCCRPS shall be in accordance with the provisions of Section 47 and other applicable provisions, if any, of the Companies Act.
- (h) The OCCRPS and Equity Shares arising on conversion of OCCRPS shall be subject to a mandatory lock-in for the time period prescribed under Chapter VII of the SEBI ICDR Regulations.
- (i) The OCCRPS shall not be entitled to participate in the surplus funds, surplus assets and profits of the Company on winding up, which may remain after the entire capital has been repaid.
- (j) The OCCRPS shall be allotted within a period of 15 (fifteen) days from the date of passing this resolution, provided where the allotment of the OCCRPS is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval.

RESOLVED FURTHER THAT in pursuance of the above, the OCCRPS to be issued, offered and allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT if the Proposed OCCRPS Allottee exercises the conversion option, each OCCRPS shall be converted into 1 (one) Equity Share of the Company at a conversion price of INR 335/- (Indian Rupees Three Hundred and Thirty Five only) per Equity Share.

RESOLVED FURTHER THAT in pursuance of the above, the Equity Shares to be issued and allotted pursuant to the conversion of the OCCRPS:

- i) shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company; and
- ii) shall rank *pari-passu* with the existing Equity Shares in all respects subject to the provisions of applicable laws and the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board/Committee(s) of the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option of conversion of the said OCCRPS into Equity Shares by the Proposed OCCRPS Allottee.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/ Committee(s) of the Board and the Company Secretary be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said OCCRPS or allotment of the Equity shares upon the conversion of OCCRPS, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally authorized to execute and deliver any and all other documents, papers and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the preferential issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

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

**Sd/-
Choudhary Runveer Krishanan
Company Secretary & Compliance Officer
M. No. F7437**

**Place : New Delhi
Date : November 24, 2017**

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("**Companies Act**") in respect of the business under Item No.1 to 4 of the Notice, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing the proxy should, however, in order to be effective, be deposited at the registered office of the Company duly completed and signed, not less than forty-eight 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.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. 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 a proxy for any other person or shareholder.
3. 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, November 24, 2017.

Only registered members of the Company holding shares as on the cut-off date decided for the purpose, being December 15, 2017 or any proxy appointed by such registered member may attend and vote at the Meeting as provided under the provisions of the Companies Act.
4. Electronic copy of the Notice of the aforesaid 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 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.

5. Voting Rights: Shareholders holding Equity Shares shall have one vote per share as shown against their holding and shareholders.
6. Members are requested to bring their attendance slip to the Meeting.
7. Members can inspect the registers as required under Companies Act read with Rules and the same will be available for inspection by the members (to the extent as permitted and stated under applicable laws).
8. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of their board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
9. Information and other instructions relating to e-voting are as under :
 - i. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 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 facility for physical voting through Ballot Paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through 'Ballot-Paper'.
 - iii. 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.
 - iv. 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 the 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.
 - v. 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. December 15, 2017.
 - vi. The e-voting period commences on December 19, 2017 (10.00 A.M. IST) and ends on December 21, 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. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on December 15, 2017 i.e. the cut-off date.
 - vii. The instructions and other information for e-voting are as under:
 - a. The shareholders should log on to the e-voting website www.evotingindia.com.
 - b. Click on Shareholders.
 - c. Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - d. Next enter the Image Verification as displayed and Click on Login.
 - e. 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.
 - f. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<ul style="list-style-type: none"> ● Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> ● 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. ● 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).

- g. After entering these details appropriately, click on "SUBMIT" tab.
- h. 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.

- i. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - j. Click on the "EVS No. 171125004" on which you choose to vote.
 - k. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the 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.
 - l. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
 - m. 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.
 - n. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - o. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - p. 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.
 - q. 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.
 - r. **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.
 - s. 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
10. The results declared along with the Scrutinizer's Report shall be placed on the Company's website <http://www.satincreditcare.com> and on the website of CDSL immediately after the declaration of result by the Chairman and communicated to the Sock Exchanges, where the shares of the Company are listed.
11. The route map showing direction to reach the venue of the Meeting is annexed as **Appendix-II** and shall form a part of this Notice.

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

**Sd/-
Choudhary Runveer Krishanan
Company Secretary & Compliance Officer
M. No. F7437**

**Place : New Delhi
Date : November 24, 2017**

**Explanatory Statement
(Pursuant to section 102 of the Companies Act, 2013)**

As required under Section 102 of the Companies Act, 2013 (including any re-enactment(s) and modification(s) made there under, if any, for the time being in force) (hereinafter referred to as “**Companies Act**”) the following explanatory statements set out all material facts relating to the business mentioned under Item nos. 1 to 4 of the accompanying Notice:

Item No. 1

The Companies Act has prescribed a new format of Memorandum of Association for companies limited by shares in Table A of Schedule I of the Companies Act. Accordingly, with a view to align the existing Memorandum of Association of the Company with Table A of Schedule I of the Companies Act, it is proposed to alter the Memorandum of Association of the Company by (i) merging the objects of the Company mentioned under Clause III (C) “*Other Objects*” with Clause III (B) “*Objects Incidental or Ancillary to the attainment of the Main Objects*”; (ii) renaming Clause III (A) and III (B) of the Memorandum of Association of the Company; and (iii) substituting the existing liability clause contained in Clause IV of the Memorandum of Association of the Company to bring it in line with the liability clause provided in Table A of Schedule I of the Companies Act. Accordingly, the approval of members is hereby sought as required under Sections 4 and 13 of the Companies Act to align the existing Memorandum of Association of the Company with Table A of Schedule I of the Companies Act.

The Board of Directors of the Company (“**Board**”) at its meeting held on November 24, 2017 has, subject to the approval of members, approved the alteration of the Memorandum of Association of the Company.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution.

Item Nos. 2, 3 and 4

The Company requires infusion of funds for enhancement of capital base and to augment the long-term funding needs of the Company viz., to support the expansion of business and for general corporate purposes and working capital requirements. Therefore, in order to support its growth plans, the Company proposes to raise capital to the tune of Approximately INR 2,050 million.

The Special Resolutions contained in Item Nos. 2, 3 and 4 of the Notice, have been proposed pursuant to the applicable provisions of Sections 42, 55 and 62(1) (c) of the Companies Act, read with Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“**SEBI ICDR Regulations**”), to issue and allot the following securities as part of a common private placement offer through a preferential issue:

- (i) Up to 17,91,044 fully convertible warrants (“**Warrants**”) to an entity belonging to Promoter Category (“**Proposed Warrant Allottee**”);
- (ii) Up to 29,85,074 Equity Shares of the Company of face value INR10/- each (the “**Equity Shares**”) to the entities belonging to the Non-Promoter Category (“**Proposed Equity Allottees**”); and
- (iii) Up to 13,43,283 (0.01% Optionally Convertible Cumulative Redeemable Preference Shares) of the Company of face value INR10/- each (each “**OCCRPS**”) to the entity belonging to the Non-Promoter Category (“**Proposed OCCRPS Allottee**”).

The offer for the proposed allotments as mentioned above in Items 2, 3 and 4 shall be made by way of a common offer letter to be issued to the Proposed Warrant Allottee, Proposed Equity Allottees, and Proposed OCCRPS Allottee (collectively, the “**Proposed Allottees**”), all of which are further described below:

S.No.	Details of the Proposed Allottees	Category
1.	Trishashna Holdings & Investments Private Limited, a company incorporated under the Companies Act, 1956 having its registered office at Flat No. 902, 9th Floor, Kanchenjunga Building, Barakhamba Road, New Delhi -110001 (“ THIPL ”)	Promoter
2.	Nordic Microfinance Initiative Fund III KS (formerly known as NMI Fund III KS), a limited partnership organised and existing under the laws of Norway having its principal office at Rosenkrantz' gate 22, 0160 Oslo, Norway (“ NMI ”)	Non-Promoter
3.	Kora Investments I LLC, a limited liability company registered in the Cayman Islands having its registered office at Maples Corporate Services Limited, PO Box 309, Uglund House, Grand Cayman, KY1-1104, Cayman Islands (“ Kora ”)	Non-Promoter
4.	IndusInd Bank Limited, a banking company incorporated under the Companies Act, 1956 having its registered office at 2401, Gen. Thimmayya Road (Cantonment), Pune – 411 001 (“ IndusInd ”)	Non-Promoter

The proposed transaction with NMI is subject to the receipt of customary conditions including receipt of shareholders' approval and the execution of a mutually agreeable investment agreement among NMI, the Company and the Promoter Group of the Company.

The proposed transaction with Kora is subject to the receipt of customary conditions including receipt of shareholders' approval and the

execution of a mutually agreeable investment agreement among Kora, the Company and the Promoter Group of the Company. In addition, the investment agreement proposed to be entered into with Kora will contain certain shareholder related rights (including pre-emptive right) granted to Kora which will be incorporated into the Articles of Association of the Company.

Further, the Company is currently availing of certain credit facilities from IndusInd. In addition to the renewal of such facilities in the normal course, it is proposed to enter into a business correspondent arrangement with IndusInd pursuant to which, the Company will act as a business correspondent agent to IndusInd for microfinance business on terms and conditions as are mutually agreed in a definitive agreement between IndusInd and the Company. In order to enhance this alliance, it is proposed to issue OCCRPS to IndusInd pursuant to the preferential offer contained in this Notice. The proposed OCCRPS transaction with IndusInd is subject to the receipt of customary conditions including receipt of shareholders' approval and the execution of a mutually agreeable investment agreement among IndusInd, the Company and the Promoter Group of the Company. Further, the investment agreement proposed to be entered into with IndusInd will contain certain shareholder related rights granted to IndusInd which will be incorporated into the Articles of Association of the Company.

The said proposal of issuance of securities to the Proposed Allottees has been considered and subject to the approval of the members of the Company, approved by the Board in their meeting held on November 24, 2017.

The provisions of the Companies Act read with applicable rules require the Company to seek approval of the members for issue of securities on private placement basis. The approval of the members is accordingly being sought by way of a special resolution under Sections 42, 55 and 62(1) (c) of the Companies Act, and all other applicable provisions of the Companies Act, read with the rules made thereunder and in accordance with SEBI ICDR Regulations, for the issue of the securities on a private placement basis to the Proposed Allottees on the terms and conditions set out hereunder.

Given below is a statement of disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 in respect of the proposed allotment of OCCRPS to the Proposed OCCRPS Allottee.

a.	The size of the issue and number of preference shares to be issued and nominal value of each share	Upto 13,43,283 (Thirteen Lakh Forty Three Thousand Two Hundred and Eighty Three) OCCRPS of face value of INR 10/- each (Indian Rupees Ten only) are proposed to be allotted to the Proposed OCCRPS Allottee through the preferential issue for an amount exceeding INR 44,99,99,805 (Indian Rupees Forty Four Crores Ninety Nine Lakhs Ninety Nine Thousand Eight Hundred and Five).
b.	Nature of such shares i.e. cumulative or non-cumulative, participating or non-participating, convertible or non-convertible	Cumulative, Non- Participating, Optionally Convertible Redeemable Preference Shares.
c.	Objective of the issue	The Company requires infusion of funds for enhancement of capital base and for general corporate purposes.
d.	Manner of Issue of shares	Private placement basis
e.	The price at which such shares are proposed to be issued	Issue price of INR 335/- (Indian Rupees Three and Thirty Five) per OCCRPS (including a premium of INR 325/- per OCCRPS), which is more than the price as determined by the Board in accordance with the pricing guidelines prescribed under Chapter VII of the SEBI ICDR Regulations.
f.	The basis on which the price has been arrived at	The price has been arrived at pursuant to Regulation 76 of the SEBI ICDR Regulations.
g.	The terms of issue including terms and rate of dividend on each share etc.	<p>(a) The OCCRPS shall be allotted in dematerialized form and the Equity Shares arising on conversion shall be allotted in dematerialized form.</p> <p>(b) Tenor of OCCRPS shall not exceed 18 (eighteen) months from date of allotment of OCCRPS.</p> <p>(c) The Proposed OCCRPS Allottee shall not have the option to opt for part conversion. It shall be entitled to opt for conversion of all the OCCRPS into Equity Shares of INR 10/- each in a single tranche only within a period of 18 (eighteen) months commencing from the date of allotment of such OCCRPS.</p> <p>(d) The OCCRPS shall bear a cumulative dividend equal to 0.01% per annum payable till the date of conversion/redemption of OCCRPS on a yearly basis upon declaration in annual general meeting, in accordance with provisions of Companies Act. The dividend will be calculated on pro-rata basis i.e. from the date of allotment of such OCCRPS till the date of conversion/redemption and shall be paid for part period on/along conversion/redemption.</p> <p>(e) The OCCRPS shall not be entitled to participate in the surplus funds, surplus assets and profits of the Company on winding up, which may remain after the entire capital has been repaid.</p> <p>(f) The OCCRPS will be unsecured and such OCCRPS and the Equity Shares arising on conversion shall be subject to a mandatory lock-in as per the SEBI ICDR Regulations.</p> <p>(g) The Equity Shares to be allotted on conversion of the OCCRPS shall rank <i>pari passu</i> in all respects, including with respect to dividend with the then fully paid up Equity Shares.</p> <p>(h) The claims of the holder of the OCCRPS shall be subordinated to the claims of all senior/secured and unsecured/subordinated creditors of the Company but shall rank senior to the claims of the equity shareholders of the Company.</p> <p>(i) The voting rights of the persons holding the OCCRPS shall be in accordance with the provisions of Section 47 and other applicable provisions, if any, of the Companies Act.</p>

h.	The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion.	<p>(a) The OCCRPS, upon issue, will be convertible into equivalent number of Equity Shares of INR 10/- in one tranche at the option of the Proposed OCCRPS Allottee any time prior to the end of 18 (eighteen) months from the date of allotment of OCCRPS (“Conversion Period”).</p> <p>(b) The Proposed OCCRPS Allottee shall be entitled to convert the OCCRPS by issuance of a written notice to the Company (“Conversion Notice”) not later than 15 (fifteen) days prior to the expiry of the Conversion Period. The Company shall within 7 (seven) days of the Conversion Notice convene a meeting of the Board or committee thereof to implement the conversion of the OCCRPS specified in the Conversion Notice and issue and allot the corresponding number of the Equity Shares to the Proposed OCCRPS Allottee.</p> <p>(c) In the event the Proposed OCCRPS Allottee does not choose to exercise the conversion option, the OCCRPS held by the Proposed OCCRPS Allottee will be compulsorily redeemed by the Company along with applicable yield at the rate of 12 % per annum (which will include the accumulated dividend @0.01% per annum) of the total consideration paid by the Proposed OCCRPS Allottee for the OCCRPS within a period of 30 (thirty) days following the expiry of the Conversion Period.</p>
i.	The manner and modes of redemption	Redemption shall be in accordance with the Companies Act.
j.	The current shareholding pattern and	Please refer to the table provided in disclosure under point C below.
k.	The expected dilution in equity share capital upon conversion of preference shares.	Please refer to the table provided in disclosure under point C below.

The details of the issue and other particulars as required in terms of Regulation 73 of the SEBI ICDR Regulations and other applicable statutes in relation to the proposed Special Resolution are given hereunder:

A. The Objects of the issue through preferential offer:

The Company requires infusion of funds for enhancement of capital base and to augment the long-term funding needs of the Company viz., to support the expansion of business and for general corporate purposes and working capital requirements. Accordingly in order to finance the said fund requirement, the Company proposes to issue and allot Warrants, Equity Shares and OCCRPS on preferential basis.

B. The proposal of the promoters, directors or key management personnel of the issuer to subscribe to the offer:

None of the Directors/ Key Management Personnel of the Company intends to subscribe to the preferential offer.

Further, Trishashna Holdings & Investments Private Limited, being an entity belonging to promoter group of the Company has shown its interest in subscribing upto 1,791,044 Warrants pursuant to the offer being made by the Company.

C. The shareholding pattern of the issuer Company before and after the preferential issue:

The shareholding pattern of the Company given the present position as on November 17, 2017 before and after the proposed preferential issue to the Proposed Allottees is likely to be as follows:

	Name of shareholders	Pre Issue Shareholding Structure		No. of Equity Shares to be allotted	Post Issue Shareholding (Presuming allotment of equity shares)#		No. Of Warrants Allotted	No. of OCCRPS to be Allotted	Post Issue Shareholding (Presuming allotment of equity shares and full conversion of OCCRPS and Warrants)#	
		No of Shares	%		No of Shares	%			No of Shares	%
Promoter & Promoter Group (A)										
1	Indian					-			-	-
(a)	Individuals / Hindu Undivided Family	1,701,603	3.81		1,701,603	3.57			1,701,603	3.35
(b)	Central Government / State Government(s)	-	0.00		-	-			-	-
(c)	Financial Institutions / Banks	-	0.00		-	-			-	-
(d)	Any Other (Specify)	11,371,068	25.45		11,371,068	23.85	17,91,044		13,162,112	25.91
	Bodies Corporate	11,371,068	25.45		11,371,068	23.85	17,91,044		13,162,112	25.91
	Sub Total (A)(1)	13,072,671	29.25		13,072,671	27.42	17,91,044		14,863,715	29.25
2	Foreign		0.00			-			-	-
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	-	0.00		-	-			-	-
(b)	Government	-	0.00		-	-			-	-
(c)	Institutions	-	0.00		-	-			-	-
(d)	Foreign Portfolio Investor	-	0.00		-	-			-	-

(e)	Any Other (Specify)	-	0.00	-	-	-	-	-	-
	Sub Total (A)(2)	-	0.00	-	-	-	-	-	-
	Total Shareholding Of Promoter And Promoter Group (A)= (A)(1)+(A)(2)	13,072,671	29.25	0	13,072,671	27.42	17,91,044	14,863,715	29.25
Public (B)									
1	Institutions		0.00		-	-		-	-
(a)	Mutual Fund	6,139,893	13.74		6,139,893	12.88		6,139,893	12.08
(b)	Venture Capital Funds	-	0.00		-	-		-	-
(c)	Alternate Investment Funds	-	0.00		-	-		-	-
(d)	Foreign Venture Capital Investors	-	0.00		-	-		-	-
(e)	Foreign Portfolio Investor	6,174,764	13.82		6,174,764	12.95		6,174,764	12.15
(f)	Financial Institutions / Banks	1,613,580	3.61		1,613,580	3.38	13,43,283	2,956,863	5.82
(g)	Insurance Companies	-	0.00		-	-		-	-
(h)	Provident Funds/ Pension Funds	-	0.00		-	-		-	-
(i)	Any Other (Specify)	-	0.00		-	-		-	-
	Sub Total (B)(1)	13,928,237	31.17		13,928,237	29.22	1,343,283	15,271,520	30.06
2	Central Government/ State Government(s)/ President of India		0.00		-	-		-	-
	Sub Total (B)(2)	-	0.00		-	-		-	-
3	Non-Institutions		0.00		-	-		-	-
(a)	Individuals		0.00		-	-		-	-
	i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	3,356,178	7.51		3,356,178	7.04		3,356,178	6.61
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	301,831	0.68		301,831	0.63		301,831	0.59
(b)	NBFCs registered with RBI	-	0.00		-	-		-	-
(c)	Employee Trusts	-	0.00		-	-		-	-
(d)	Overseas Depositories(holding DRs) (balancing figure)	-	0.00		-	-		-	-
(e)	Any Other (Specify)	13,580,479	30.39		13,580,479	28.49		13,580,479	26.73
	Trusts	58,402	0.13		58,402	0.12		58,402	0.11
	Foreign Nationals	3,200	0.01		3,200	0.01		3,200	0.01
	Hindu Undivided Family	192,361	0.43		192,361	0.40		192,361	0.38
	Foreign Bodies Corporate	9,171,433	20.52	2,985,074	12,156,507	25.50		12,156,507	23.93
	Non Resident Indians (Non Repat)	171,838	0.38		171,838	0.36		171,838	0.34
	Non Resident Indians (Repat)	165,436	0.37		165,436	0.35		165,436	0.33
	Foreign Portfolio Investor (Individual)	213,114	0.48		213,114	0.45		213,114	0.42
	Clearing Member	448,109	1.00		448,109	0.94		448,109	0.88
	Bodies Corporate	3,156,586	7.06		3,156,586	6.62		3,156,586	6.21
	Sub Total (B)(3)	17,238,488	38.57	2,985,074	20,223,562	42.42	13,43,283	20,223,562	39.80
	Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)	31,166,725	69.74	2,985,074	34,151,799	71.64	13,43,283	35,495,082	69.86
Non Promoter - Non Public (C)									
1	Custodian/DR Holder	0	0.00		-	-		-	-
2	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	449,300	1.01		449,300	0.94		449,300	0.88
	Total Non-Promoter- Non Public Shareholding (C)= (C)(1)+(C)(2)	449,300	1.01		449,300	0.94		449,300	0.88
	TOTAL (A+B+C)	44,688,696	100.00	29,85,074	47,673,770	100.00	17,91,044	13,43,283	50,808,097

The post issue paid up capital is arrived after considering all the preferential allotments proposed to be made under this notice and on fully diluted basis.

Therefore, the post issue paid-up capital of the Company is subject to alterations on account of (i) conversion of OCRPS currently held by Capital First Limited; and (ii) conversion of OCRPS/Warrants into Equity Shares by Proposed OCRPS Allottee and Propose Warrant Allottee (Item no.2 and 4).

Consequently the post issue shareholding percentage mentioned above may stand altered.

D. The time within which the preferential issue will be completed:

In terms of Regulation 74(1) of the SEBI ICDR Regulations, preferential allotment to Proposed Allottees, pursuant to the special resolutions will be completed within a period of 15 (fifteen) days from the date of passing of special resolution at item nos. 2, 3 and 4.

Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

E. Securities to be issued, particulars of the proposed allottees, the identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them:

Identity of the Proposed Allottees and the percentage of post preferential issue capital that may be held by them:

Name of the Proposed Allottees	Category	QIB/ Non-QIB	Present Pre Issue Shareholding		Proposed No. of Equity Shares Allotted	Post Issue Shareholding (Presuming allotment of equity shares)#		Proposed No. of Warrants Allotted	Proposed No. of OCCRPS Allotted	Post Issue Shareholding (Presuming allotment of equity shares and full conversion of OCCRPS and Warrants)#		Ultimate Beneficial Owners
			No. of shares held	% of shares		No. of shares held	% of shares			No. of shares held	% of shares	
Trishashna Holdings & Investments Private Limited	Promoter Category	Non-QIB	6,58,690	1.47	0	6,58,690	1.38	17,91,044	NA	24,49,734	4.71	Mr. H. P Singh and Mrs. Anureet HP Singh
Nordic Microfinance Initiative Fund III KS	Non-Promoter Category	Non-QIB	27,72,304	6.20	5,97,014	33,69,318	7.07	NA	NA	33,69,318	6.47	Appendix-I
Kora Investments I LLC	Non-Promoter Category	Non-QIB	NA	NA	23,88,060	23,88,060	5.01	NA	NA	23,88,060	4.59	There is no natural person who, whether acting alone or together, or through one or more juridical person, has ownership of or entitlement to more than 25% of shares or capital or profits of Kora Investments I LLC. . Also, there is no natural person who exercises control over Kora Investments I LLC through any other means. The senior managing officials in-charge of the management and operations of Kora Investments I LLC are Mr. Daniel Simpson Jacobs and Mr. Nitin Saigal
IndusInd Bank Limited	Non-Promoter Category	QIB	NA	NA	NA	NA	NA	NA	13,43,283	13,43,283	2.58	The Proposed OCCRPS Allottee is a banking company listed on the Stock Exchange(s). Therefore, no disclosure under Regulation 73(1)(e) of SEBI ICDR Regulations is required.

The post issue paid up capital is arrived after considering all the preferential allotments proposed to be made under this notice and on fully diluted basis.

Therefore, the post issue paid-up capital of the Company is subject to alterations on account of (i) conversion of OCCRPS currently held by Capital First Limited; and (ii) conversion of OCCRPS/Warrants into Equity Shares by Proposed OCCRPS Allottee and Propose Warrant Allottee (Item no.2 and 4).

Consequently the post issue shareholding percentage mentioned above may stand altered.

F. Consequential Changes in the Voting Rights and Change in Management:

As a result of the proposed preferential issue of Warrants, Equity Shares and OCCRPS and upon conversion of Warrants or OCCRPS, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

G. Lock In Requirement:

- i. The Equity Shares to be allotted on a preferential basis to the persons belonging to Non-Promoter Group shall be subject to lock-in for a period of 1 (one) year from the date of trading approval for such Equity Shares in accordance with Regulation 78(2) of the SEBI ICDR Regulations.
- ii. The Equity Shares to be allotted on a preferential basis to entities belonging to the Promoter Group, pursuant to exercise of options against each Warrant, shall be subject to 'lock-in' for a period of 3 (three) years from the date of trading approval for such Equity Shares in accordance with Regulation 78(1) of the SEBI ICDR Regulations.
- iii. The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in from the Relevant Date up to a period of 6 (six) months from the date of trading approval as per Regulation 78(6) of the SEBI ICDR Regulations.
- iv. The OCCRPS and the Equity Shares on the conversion of the OCCRPS shall be subject to applicable lock-in and transfer restrictions stipulated under the SEBI ICDR Regulations.

H. Issue Price and Relevant Date:

In terms of Regulation 76(1) of the SEBI ICDR Regulations, the Relevant Date on the basis of which issue price of the said Equity Shares, Warrants and OCCRPS has been computed is 22nd November, 2017 i.e. the date 30 days prior to the date of the Meeting.

The Equity Shares of the Company are listed on both National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) and are frequently traded. Since, the trading volume at NSE is higher, accordingly, the minimum issue price of Equity Shares and Warrants have been calculated on the basis of trading at NSE.

The issue price has been reckoned as INR 335/- each for the Proposed Warrant Allottee, Proposed Equity Allottee and the Proposed OCCRPS Allottee which is more than the price as computed under Regulation 76 of the SEBI ICDR Regulation.

I. Re-computation of Issue Price:

As specified under the SEBI ICDR Regulations, wherever it is required, the Company shall re-compute / adjust the issue price of the Equity Shares to be allotted under the preferential issue in accordance with the SEBI ICDR Regulations. Further, if the amount payable on account of the re-computation of issue price is not paid by any of the Proposed Allottees within the time stipulated under the SEBI ICDR Regulations, the securities allotted to such Proposed Allottee(s) shall continue to be locked-in till the time such amounts are paid by such Proposed Allottee(s).

J. Auditor's Certificate:

The certificate from the Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements of Chapter VII of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company during 10:00 A. M. to 5:00 P.M. (office hours) up to the date of declaration of results and shall also be placed before the shareholders at the Meeting.

K. Disclosure with regard to the names of issuer, its promoter or any of its directors not appearing in the list of wilful defaulter as issued by RBI.

The Company, its promoters and its directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India.

L. Report of registered valuer:

No report of registered valuer is required for the offer, issue and allotment of the Equity Shares and Equity Shares arising on exercise of the Warrants/ OCCRPS under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debenture) Rules, 2014, as amended.

M. Other Disclosures:

Kora shall have the right to nominate for appointment 1 (one) non-executive director on the Board of the Company with effect from the date of allotment of Equity Shares to Kora until the time the Equity Shares allotted to Kora do not fall below 4.5% of the Equity Share capital of the Company on a fully diluted basis. IndusInd shall also have the right to nominate for appointment 1 (one) non-executive director on the Board of the Company. The said appointments shall not result in any change in the control in the management of the Company.

N. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

None of the Directors or key managerial personnel or their relatives is in any way concerned or interested, financially or otherwise, in the above referred resolutions except Mr. H P Singh (Chairman cum Managing Director), Mr. Satvinder Singh (Director) and their relatives being the promoters of the Company and associated with the Proposed Warrant Allottee i.e. Trishashna Holdings & Investments Private Limited.

The Board of Directors recommends the resolutions as set out in item nos. 2, 3 and 4 of this Notice for the issue of the Warrants, Equity Shares and OCCRPS, on a preferential basis, to the persons belonging to the Promoter Category and Non-Promoter Category by way of Special Resolution.

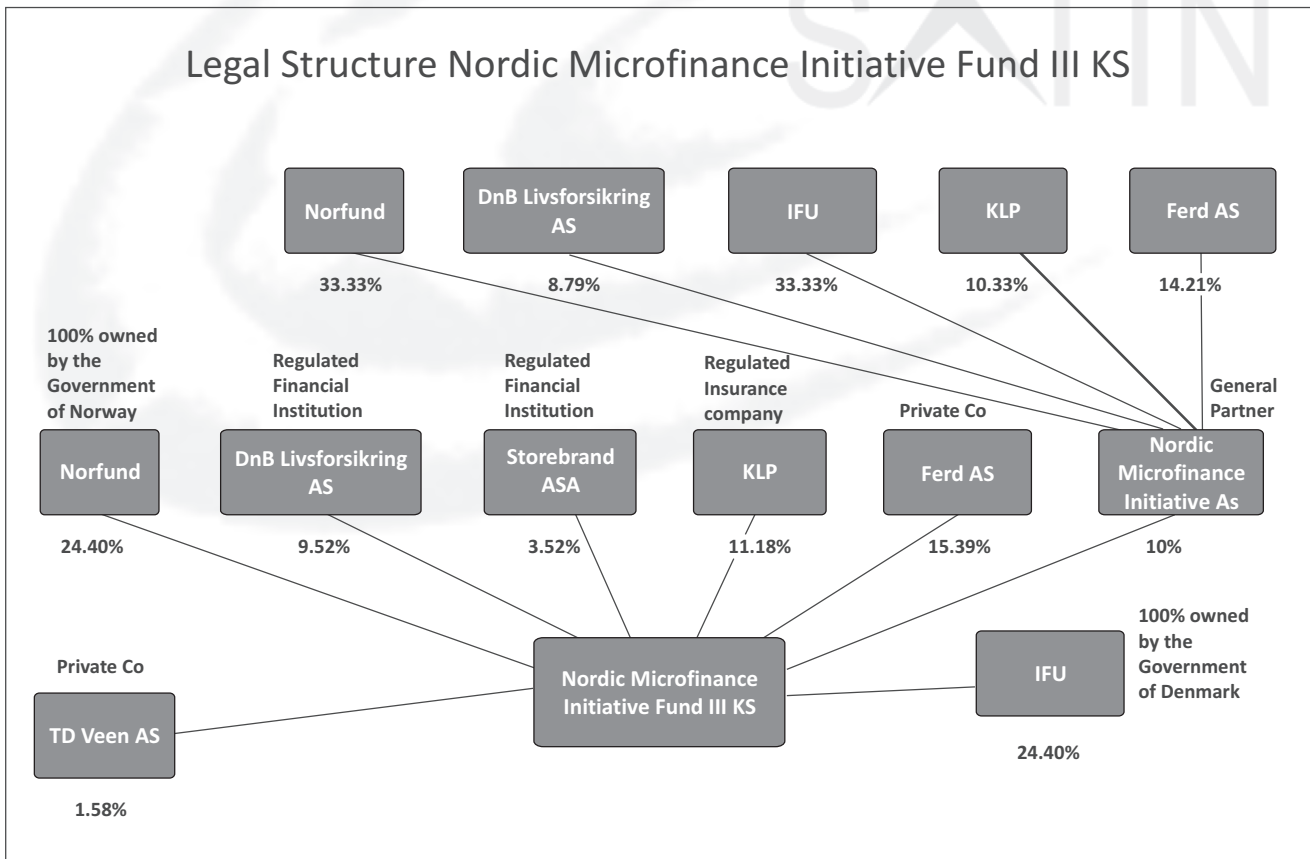
**By order of the Board of Directors
For Satin Creditcare Network Limited**

**Sd/-
Choudhary Runveer Krishanan
Company Secretary & Compliance Officer
M. No. F7437**

**Place : New Delhi
Date : November 24, 2017**

Appendix - I

Legal Structure Nordic Microfinance Initiative Fund III KS



Appendix -II

Route Map of EGM Venue :

Little Theatre Group Auditorium,
1, Copernicus Marg, Mandi House, Opp. Doordarshan Bhavan,
Near Connaught Place, New Delhi, Delhi 110001

