



SATIN CREDITCARE NETWORK LIMITED

CIN: L65991DL1990PLC041796

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Corporate Office: 909-914 ABC, 9th Floor, Kanchenjunga Building, 18, Barakhamba Road, New Delhi - 110001, India

E-mail: investors@satincare.com **Website:** www.satincare.com

NOTICE

Notice is hereby given that the Extraordinary General Meeting of **Satin Creditcare Network Limited ("Company")** will be held on Saturday, August 05, 2017, at 10:00 A.M. (IST) at "Aiwan-e-Ghalib Auditorium, Aiwan-e- Ghalib Marg, Mata Sundari Lane, ITO, New Delhi-110002", to transact the following business:

SPECIAL BUSINESS:

1. ISSUANCE OF OPTIONALLY CONVERTIBLE REDEEMABLE PREFERENCE SHARES ON PREFERENTIAL BASIS TO THE PERSON BELONGING TO NON-PROMOTER CATEGORY

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

"RESOLVED THAT in accordance with Sections 42, 55, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment 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provisions of the Companies Act, 1956 to the extent that such provisions of the Companies Act, 1956 have not been superseded by the Companies Act, 2013 (the "**Companies Act**"), and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to and in accordance with any other applicable Law or Regulation, 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, the uniform listing agreements entered into with the respective Stock Exchanges where the shares of the Company are listed (the "**Stock Exchange(s)**"), and in accordance with the Rules, Regulations, Guidelines, Notifications, Circulars and Clarifications issued thereon from time to time by the Government of India the Reserve Bank of India (the "**RBI**"), the Securities and Exchange Board of India (the "**SEBI**"), the Ministry of Corporate Affairs the Stock Exchange(s), and / or any other competent regulatory authorities, and subject to any required approvals, consents, permissions and / or sanctions 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, which may be agreed to by 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 any of its powers including the power conferred by this resolution), the consent, authority and approval of the Company be and is hereby accorded to the Board to create, issue, offer and allot on preferential basis 12,30,098 (Twelve Lakhs Thirty Thousand and Ninety Eight) Optionally Convertible Redeemable Preference Shares ("**OCRPS**") of face value of Rs. 10/- (Rupees Ten only) per OCRPS in one tranche, for cash at an issue price of Rs. 284.53/- (Rupees Two Hundred Eighty Four and Paise Fifty Three only) including a premium of Rs. 274.53/- (Rupees Two Hundred Seventy Four and Paise Fifty Three only) (as determined by the Board in accordance with the pricing guidelines prescribed under Chapter VII of the SEBI ICDR Regulations) (the "**Issue Price**") to Capital First Limited, a publicly listed company having its registered office at One Indiabulls Centre, Tower 2A & 2B, 10th Floor, Senapati Bapat Marg, Lower Parel (West), Mumbai, Maharashtra 400013 (a non-promoter company) (the "**Proposed Allottee**") for an amount not exceeding Rs. 35,00,00,000/- (Rupees Thirty Five Crores only) (the "**Preferential Issue**"), the entire consideration being payable to the Company on or before allotment, either convertible into equivalent number of equity shares of the Company of Rs. 10/- each (Rupees Ten only) ("**Equity Shares**") at the option of the Proposed Allottee within a time frame not exceeding 12 (twelve) months from the date of allotment 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 and Regulations, including the provisions of Chapter VII of the SEBI ICDR Regulations and Companies Act, 2013.

RESOLVED FURTHER THAT the allotment of the OCRPS pursuant to the Preferential Issue as referred to above shall be completed within 15 (fifteen) days from the date of passing of this resolution or such other time as may be permitted under the

SEBI ICDR Regulations and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VII of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Relevant Date, as per Chapter VII of the SEBI ICDR Regulations for the determination of Issue Price of OCRPS and Equity Shares post conversion of OCRPS is Thursday, July 06, 2017, being the date which is 30 (thirty) days prior to the date of this Extraordinary General Meeting i.e. August 05, 2017.

RESOLVED FURTHER THAT the terms and conditions on which the OCRPS shall be issued and allotted shall include the following terms and conditions:

- (a) The OCRPS shall be allotted in dematerialized form and the Equity Shares arising on conversion shall also be allotted in dematerialized form
- (b) The Proposed Allottee shall be entitled to opt only for conversion of all the OCRPS into Equity Shares of Rs. 10/- each, within a period of 12 (twelve) months commencing from the date of allotment of such OCRPS. There being no option for part conversion.
- (c) The OCRPS 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.
- (d) The OCRPS shall bear a cumulative dividend equal to 0.01% per annum payable till the date of conversion of OCRPS on an yearly basis. The dividend will be calculated on pro-rata basis i.e. from the date of allotment of such OCRPS till the date of conversion/redemption.
- (e) The voting rights of the persons holding the OCRPS shall be in accordance with the provisions of Section 47 and other applicable provisions, if any, of the Companies Act, 2013.
- (f) The OCRPS and equity shares arising on conversion of OCRPS shall be subject to a mandatory lock-in for the time period prescribed under the SEBI ICDR Regulations.
- (g) The OCRPS 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.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the Proposed Allottee through private placement offer letter (in the format of PAS-4) immediately after passing of this resolution.

RESOLVED FURTHER THAT in pursuance of the above, the OCRPS 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 the Proposed Allottee exercises the conversion option, each OCRPS shall be converted into 1 (one) Equity Share of the Company at a conversion price of Rs. 284.53/- (Rupees Two Hundred Eighty Four and Paise Fifty Three 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 OCRPS:

- (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 the Memorandum of Association and Articles of Association of the Company and applicable laws and regulations;

RESOLVED FURTHER THAT in case the Proposed Allottee does not choose to exercise the conversion option, the OCRPS held by the Proposed Allottee will be compulsorily redeemed by the Company along with the cumulative dividend of 0.01% and applicable yield at the rate of 9% of the total consideration paid by the Proposed Allottee for the OCRPS, within a period of 30 (thirty) days following the expiry of 12 (twelve) months period commencing from the date of allotment of such OCRPS.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Mr. H. P Singh, Chairman cum Managing Director (DIN: 00333754), Choudhary Runveer Krishanan, Company Secretary & Compliance Officer and Mr. Ashish Gupta, Head-Finance of the Company, be and are hereby singly and severally authorized to take all actions and do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, desirable or expedient, including appointment of any institution / bank or any other body or person, to issue and/or allot aforesaid OCRPS, to execute any documents and/or agreements as may be required in this regard, to do acts and deeds which may be deemed necessary to implement the object of the above issuance of OCRPS, 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 and to resolve and settle all questions and difficulties that may arise in the proposed Preferential Issue offer and allotment of the said OCRPS, utilization of the 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 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 hereby delegates (to the extent permitted by law) all or any of the powers herein conferred to any committee of directors or any director(s) or executive(s)/officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary to give effect to the aforesaid resolutions.”

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

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

**Place: Delhi
Dated: July 08, 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 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, July 07, 2017.

Only registered members of the Company holding shares as on the cut-off date decided for the purpose, being Saturday, July 29, 2017 or any proxy appointed by such registered member may attend and vote at the Extraordinary General Meeting as provided under the provisions of the Companies Act., 2013

4. Electronic copy of the Notice of the aforesaid Extraordinary 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 Extraordinary 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.
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 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 Extraordinary 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.
 - 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. Saturday, July 29, 2017.
 - vi. The e-voting period commences on Wednesday, August 02, 2017 (10.00 A.M. IST) and ends on Friday, August 04, 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 Saturday, July 29, 2017 i.e. the cut-off date.
 - vii. 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	
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).

- (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 No. **170708004**" on which you choose to vote.
- (xi) 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.
- (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.

10. The results declared along with the Scrutinizer's Report shall be placed on the Company's website <http://www.satincare.com> and on the website of CDSL immediately after the declaration of result by the Chairman and communicated to the Stock Exchanges where the shares of the Company are listed.

11. The route map showing direction to reach the venue of the Extraordinary General Meeting is annexed as **Appendix-1** and shall form a part of this Notice.

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

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

**Place: Delhi
Dated: July 08, 2017**

Appendix-1



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ATTACHED ALONGWITH THE NOTICE DATED JULY 08, 2017

ITEM NO. 1

The Company and Capital First Limited, (the “Proposed Allottee”) have entered into an exclusive strategic alliance arrangement for collaborating in areas of potential synergies and mutual benefits for distribution of financial products of the Proposed Allottee to existing and potential customer segments of the Company. The Company and Proposed Allottee have agreed on the details of this strategic alliance under which they will work together by entering into a Business Tie-up Agreement dated July 8, 2017. In order to enhance this alliance, it is proposed to issue Optionally Convertible Redeemable Preference Shares (“OCRPS”) of the Company to the Proposed Allottee on a private placement basis.

The proposed transaction with the Proposed Allottee is subject to fulfillment of customary conditions including receipt of shareholders' approval stipulated in the Investment Agreement dated July 8, 2017 executed among the Proposed Allottee, the Company and the Promoter Group of the Company. If the Proposed Allottee chooses to exercise the conversion of the OCRPS into Equity Shares then upon conversion, the relevant provisions of the Investment Agreement will be incorporated in the Articles of Association of the Company.

Furtherance to this, the Board of Directors believe that OCRPS would help in optimizing capital structure of the Company including the debt: equity ratio augmenting the Tier II capital of the Company during the tenure as mentioned here under afterwards and shall form part of Tier I capital post conversion of the OCRPS, at the option of the Proposed Allottee.

The provisions of the Companies Act, 2013 require the Company to seek approval of the members for issue of preference shares 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, 2013, read with the rules made thereunder, for the issue of the OCRPS not exceeding an amount of Rs. 35,00,00,000 (Rupees Thirty Five Crore only) and to offer and allot the OCRPS on a private placement basis to the Proposed Allottee 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:

The size of the issue and number of preference shares to be issued and nominal value of each share	12,30,098 (Twelve Lakhs Thirty Thousand and Ninety Eight) OCRPS of face value of Rs. 10/- each (Rupees Ten only) are proposed to be allotted to the Proposed Allottee through the Preferential Issue for not exceeding an amount of Rs. 35,00,00,000 (Rupees Thirty Five Crore only).
Nature of such shares	Cumulative, Non- Participating, Optionally Convertible Redeemable Preference Shares.
Objective of the issue	(i) augmenting long term finance for funding growth and capital expenditure; (ii) pre-payment/ repayment of debt and preference shares; (iii) funding capital requirements in any form; (iv) working capital requirements; and (v) general corporate purposes.
Manner of Issue of shares	Private placement basis
The price at which such shares are proposed to be issued	Issue price of Rs. 284.53/- (Rupees Two Hundred Eighty Four and Paise Fifty Three only) including a premium of Rs.274.53/- (Rupees Two Hundred Seventy Four and Paise Fifty Three only) and as determined by the Board in accordance with the pricing guidelines prescribed under Chapter VII of the SEBI ICDR Regulations.
The basis on which the price has been arrived at	Since the Proposed Allottee is a systemically important non-banking financial company falling within the definition of a qualified institutional buyer (QIB) under the SEBI ICDR Regulations, the price has been arrived at pursuant to Regulation 76(4) of the SEBI ICDR Regulations

<p>The terms of issue including terms and rate of dividend on each share etc.</p>	<p>(a) The OCRPS shall be issued in dematerialized form and the Equity Shares arising on conversion shall be issued in dematerialized form.</p> <p>(b) Tenor of OCRPS shall not exceed 12 (twelve) months from date of allotment of OCRPS.</p> <p>(c) The Proposed Allottee shall not have the option to opt for part conversion. It shall be entitled to opt only for conversion of all the OCRPS into Equity Shares of Rs. 10/- each in a single tranche only.</p> <p>(d) The OCRPS shall bear a cumulative dividend equal to 0.01% per annum payable on a yearly basis on the OCRPS till the date of conversion of OCRPS. The dividend will be calculated on pro-rata basis i.e. from the date of allotment of such OCRPS.</p> <p>(e) The OCRPS 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 OCRPS will be unsecured and such OCRPS 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 OCRPS 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 OCRPS 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 OCRPS shall be in accordance with the provisions of Section 47 and other applicable provisions, if any, of the Companies Act, 2013.</p>
<p>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>	<p>(a) The OCRPS, upon issue, will be convertible into equivalent number Equity Shares of Rs. 10/- in one tranche at the option of the Proposed Allottee within a period not exceeding 12 (twelve) months from the date of allotment of OCRPS.</p> <p>(b) In the event the Proposed Allottee choose not to convert the OCRPS, they will be compulsorily redeemed by the Company together with the cumulative dividend and applicable yield at the rate of 9 % on the amount invested by the Proposed Allottee within a period of 30 (thirty) days following the expiry of 12 (twelve) months period commencing from the date of allotment of such OCRPS.</p>
<p>The manner and modes of redemption</p>	<p>Redemption shall be in accordance with the Companies Act, 2013.</p>
<p>The current shareholding pattern and the expected dilution in equity share capital upon conversion of preference shares.</p>	<p>Please refer to the table provided in disclosure under point C below.</p>

The details of the issue and other particulars as required in terms of Regulation 73 of the SEBI ICDR Regulations are set forth below:

A. The Objects of the Preferential Issue:

The Company plans to, inter alia, utilize the proceeds of the Preferential issue for (i) augmenting long term finance for funding growth and capital expenditure (ii) pre-payment/ repayment of debt and preference shares (iii) funding capital requirements in any form (iv) working capital requirements and (v) general corporate purposes.

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

None of the promoters, directors or key management personnel of the Company have any intention to subscribe to the offer. The offer is limited to the Proposed Allottee.

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

The pre issue and post issue shareholding pattern of the Company as on June 30, 2017 is as under:

Name of shareholders	Pre Issue Shareholding		No. of OCRPS Allotted	Post Issue Shareholding (Presuming conversion of OCRPS)#	
	No of Shares	%		No of Shares	%
Promoter & Promoter Group (A)					
(1) Indian					
(a) Individuals /HUF	1701603	4.28		1701603	4.15
(b) Central Govt. /State Govt.	0	0.00		0	0.00
(c) Bodies Corporate	11371068	28.59		11371068	27.73
(d) Financial Institutions /Banks	0.00	0.00		0	0.00
Sub Total (A)(1)	13072671	32.870		13072671	31.88
(2) Foreign		0.00			0.00
(a) Individuals (NRIs/ Foreign Individuals)	0	0.00		0	0.00
(b) Bodies Corporate	0	0.00		0	0.00
(c) Institutions	0	0.00		0	0.00
Sub Total (A)(2)		0.00			0.00
Total shareholding of Promoter & Promoter Group (A) = (A)(1) + (A)(2)	13072671	32.87		13072671	31.88
Public (B)					
(1) Institutions					
Mutual Funds/	2275827	5.72		2275827	5.55
Foreign Portfolio Investors	4876694	12.26		4876694	11.89
Financial Institutions/ Banks	1608329	4.04		1608329	3.92
Foreign Venture Capital Investors	0	0.00		0	0.00
Insurance Companies	0	0.00		0	0.00
Sub Total (B)(1)	8760850	22.03		8760850	21.37

(2) Central Government/ State Government(s)/ President of India		0.00			0.00
(3) Non-Institutions					
Individual share capital upto Rs. 2 Lacs	3742861	9.41		3742861	9.13
Individual share capital in excess of Rs. 2 Lacs	324086	0.81		324086	0.79
NBFCs registered with RBI	0	0.00		0	0.00
Any Other (specify)	13420896	33.746		14650994	35.73
Trusts	58102	0.15		58102	0.14
Foreign Nationals	3200	0.01		3200	0.01
Hindu Undivided Family	227953	0.57		227953	0.56
Foreign Companies	9571433	24.07		9571433	23.34
Non Resident Indians (Non Repat)	137207	0.34		137207	0.33
Non Resident Indians (Repat)	137503	0.35		137503	0.34
Clearing Member	296517	0.75		296517	0.72
Bodies Corporate	2988981	7.52	1230098	4219079	10.29
Sub Total (B)(3)	17487843	43.97		18717941	45.65
Total Public Shareholding B= (B)(1)+(B)(2)+(B)(3)	26248693	66.00		27478791	67.02
C) Non Promoter - Non Public					
(C1) Shares Underlying DRs	0	0.00		0	0.00
(C2) Shares Held By Employee Trust	449300	1.13		449300	1.10
Total Non-Promoter-Non Public C = (C)(1)+(C)(2)	449300	1.13		449300	1.10
TOTAL (A+B+C)	39770664	100.00		41000762	100.00

* The post shareholding structure may change depending upon any other corporate action in between.

D. The time within which the Preferential Issue shall be completed:

In terms of Regulation 74(1) of the SEBI ICDR Regulations, preferential allotment to the Proposed Allottee pursuant to the special resolution will be completed within a period of 15 (fifteen) days from the date of passing of special resolution at Item No. 1.

Provided that where the allotment is pending on account of pendency of any approval or permission by any regulatory authority, if applicable, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval or within such period as may be prescribed or allowed by SEBI, Stock Exchanges(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 and the percentage of post preferential issue capital that may be held by them:

Name of proposed allottee	Pre-issue shareholding	Qualified Institutional Buyer (QIB)/Non-QIB	Maximum No. of OCRPS proposed to be allotted	No. of Equity Shares to be allotted after conversion all of OCRPS (1 Equity Share per OCRPS converted)	Percentage of post-preferential issue capital held (%)*	Ultimate Beneficial Owners
Capital First Limited	Public Category	QIB	12,30,098	12,30,098	3%	The Proposed Allottee is a public company listed on the Stock Exchange(s). Therefore, no disclosure under Regulation 73(1)(e) of SEBI ICDR Regulations is required.

* The above table shows the expected shareholding pattern of the Company after conversion of the OCRPS into Equity Shares of the Company. The post shareholding structure may change depending upon any other corporate action in between.

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

As a result of the proposed Preferential Issue of OCRPS, 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

The OCRPS and the Equity Shares on the conversion of the OCRPS shall be subject to applicable lock-in and transfer restrictions stipulated under the SEBI ICDR Regulations.

H. Issue Price and Relevant Date

The price of allotment of OCRPS and fresh Equity Shares upon conversion of the OCRPS is Rs. 284.53/- which is being computed in accordance with the price determined as per Regulation 76 under Chapter VII of the SEBI ICDR Regulations considering 30 (thirty) days prior to the date of the Extraordinary General Meeting to be the 'Relevant Date' i.e Thursday, July 06, 2017.

Since the Proposed Allottee is a systemically important non-banking financial company falling within the definition of a qualified institutional buyer (QIB) under the SEBI ICDR Regulations, in terms of Regulation 76(4) of the SEBI ICDR Regulations, the Issue Price has been computed as 284.53/- (Rupees Two Hundred Eighty Four and Paise Fifty Three only).

I. Re-computation of Issue Price

Since (i) the Company's Equity Shares are frequently traded and have been listed on a recognized Stock Exchange for a period of twenty six weeks or more as on the Relevant Date i.e Thursday, July 06, 2017; and (ii) the Issue Price has been computed in accordance with Regulation 76(4) of the SEBI ICDR Regulations, there is no need for the Company to re-compute the Issue Price and therefore, the Company is not required to submit the undertakings specified under Regulation 73(1)(f) and Regulation 73(1)(g) of the SEBI ICDR Regulations.

J. Auditor's Certificate

A copy of 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 placed before the Members of the Company at the Extraordinary General Meeting and the same shall be open for inspection at the registered office of the Company between 11:00 A.M. (IST) and 4.00 P.M. (IST) on all working days, other than Saturday, up to the date of the Extraordinary General Meeting.

K. Disclosure with regard to the names of issuer, its promoter or any of its directors not appearing in the list of willful 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. 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 of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the resolutions as set out in Item No. 1 of the Notice for the approval of the members by way of special 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: July 08, 2017**