



Notice

NOTICE is hereby given that the Twenty Ninth Annual General Meeting of Satin Creditcare Network Limited will be held on Saturday, July 06, 2019 at 10.30 A.M. (IST) at Little Theatre Group Auditorium, 1, Copernicus Marg, Mandi House, Opp. Doordarshan Bhawan, Near Connaught Place, New Delhi-110001, to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements and the reports of the Directors and Auditors thereon

To receive, consider and adopt the Audited Financial Statements (including audited consolidated financial statements) of the Company for the financial year ended on March 31, 2019 and the Report of Board of Directors of the Company and Auditors thereon.

2. Declaration of Dividend

To declare following Dividend on Preference Shares for the financial year 2018-19.

Preference Share(s)	Type of Dividend	No of Preference Shares	Dividend Per Preference Share (In ₹)
12.10% Rated, Cumulative, Non-Convertible and Compulsorily Redeemable Preference Shares	Final	2,50,00,000	1.2100
0.01 % Optionally Convertible Cumulative Redeemable Preference Shares	Final	13,43,283	0.0010

3. Appointment of Director

To appoint a Director in place of Mr Satvinder Singh (DIN: 00332521), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To consider, discuss and approve the issuance of non-convertible debentures, in one or more series/tranches pursuant to Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014

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

“RESOLVED THAT in supersession of the earlier special resolution passed at the Twenty Eighth Annual General Meeting held on July 6, 2018 and pursuant to the provisions

of Sections 42 and 71 and all other applicable provisions of the Companies Act, 2013 and Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force) and in accordance with the relevant provisions of the memorandum and articles of association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the **“Board”** which terms shall be deemed to include any Committee duly constituted by the Board or any Committee, which the Board may hereafter constitute), to issue/offer/invite for subscription of secured/unsecured/subordinated/senior, rated/unrated, listed/unlisted, redeemable (including market linked debentures), non- convertible debentures (**“Debentures”**) by way of private placement, in one or more tranches, from time to time, to any category of investors eligible to invest in the Debentures, aggregating upto ₹ 5,000 Crore (Rupees Five Thousand Crore only) on such terms and conditions and at such times whether at par/premium/discount, as may be decided by the Board to such person or persons including one or more company(ies), bodies corporate, statutory corporation(s), commercial bank(s), domestic and multilateral lending agency(ies), financial institution(s), insurance company(ies), mutual fund(s), pension fund(s), family office(s), and individual(s), as the case may be or such other person/persons/investors as the Board may so decide/approve, for a period of one year or for such other period as permissible under applicable laws, from the date of approval of the Members, within the overall borrowing limits of the Company, as approved by the members of the Company from time to time.

RESOLVED FURTHER THAT in connection with the above, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

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

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

“RESOLVED THAT consent of the members be and is hereby accorded pursuant to Section 180(1)(c) and other applicable provisions if any, of the Companies Act, 2013 and the rules made thereunder read with Article 67 of the Articles of Association of the Company, to the Board of Directors of the Company to raise or borrow from time to time such sum or sums as

they may deem appropriate for the purposes of the Company notwithstanding that the monies already borrowed and the monies to be borrowed (apart from temporary loans obtained from Company's bankers in the ordinary course of business) will exceed the paid-up share capital, free reserves and securities premium of the company not set apart for any specific purpose provided that the total amount upto which monies may be borrowed by the Board of Directors shall not exceed ₹ 15,000 Crore (Rupees Fifteen Thousand Crore only) at any time.

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

6. Creation of Charges on the Movable and Immovable properties of the Company, both present and future, in respect of borrowings u/s 180(1) (a) of the Companies Act, 2013

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

"RESOLVED THAT consent of the members of the Company be and is hereby accorded pursuant to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 read with Article 67 of the Articles of Association of the Company and the rules made thereunder, to the Board of Directors of the Company to pledge, mortgage and/or charge in all or any part of the Moveable or Immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a fixed or floating charge in all or any Movable or Immovable properties of the Company and the whole of the undertaking of the Company to or in favour of Banks, Financial Institutions, any other Lenders or Debenture Trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the Principal together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the maximum extent of the indebtedness secured by the properties of the Company does not exceed ₹ 15,000 Crores (Rupees Fifteen Thousand Crore only) at any time.

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

7. Re-appointment of Mr Rakesh Sachdeva (DIN 00333715) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on May 8, 2019 and in terms of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr Rakesh Sachdeva (DIN: 00333715), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years on the Board of Company.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto."

8. Re-appointment of Mr Sundeep Kumar Mehta (DIN 00840544) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on May 8, 2019 and in terms of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr Sundeep Kumar Mehta (DIN 00840544), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years on the Board of Company.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby



authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

9. Re-appointment of Mrs Sangeeta Khorana (DIN 06674198) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on May 8, 2019 and in terms of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs Sangeeta Khorana (DIN 06674198), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years on the Board of Company.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

10. Re-appointment of Mr Goh Colin (DIN 06963178) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on May 8, 2019 and in terms of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr Goh Colin (DIN 06963178), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the

criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years on the Board of Company.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

11. Re-appointment of Mr Sanjay Kumar Bhatia (DIN 07033027) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on May 8, 2019 and in terms of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr Sanjay Kumar Bhatia (DIN 07033027), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years on the Board of Company.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

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

Choudhary Runveer Krishanan

Place: Delhi
Date: May 8, 2019

Company Secretary & Compliance Officer
FCS:7437

NOTES:

1. An explanatory statement as required under Section 102 of the Companies Act, 2013 in respect of the special business specified above is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/PROXIES NEED NOT BE A MEMBER OF COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member. The instrument of Proxy in order to be effective, should be deposited at the Registered/ Corporate office of the Company, duly completed and signed, not less than 48 hours (i.e. on or before July 4, 2019, 10:30 A.M. IST) 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. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company or upload it on the e-voting portal, authorizing their representative to attend and vote on their behalf at the meeting.
4. The register of members and share transfer books of the Company shall remain closed from June 30, 2019 to July 06, 2019 (both days inclusive) for determining the names of the members eligible for voting at the Meeting. The members whose names appear on the Company's register of members as on June 29, 2019 will be eligible to attend and vote at the Meeting.
5. The payment of dividend will be made to all members holding Preference shares in respect of shares held in dematerialized form and/or in physical form (if any), as per the data made available by the National Securities Depository Limited (NSDL) and/or the Central Depository Services (India) Limited (CDSL) and/or Registrar & Share Transfer Agent as of the close of business hours on June 29, 2019.
6. The notice is being sent to all the members of the Company, whose names appear on the register of members/ record(s) of depositories as on Friday, the June 07, 2019.
7. Members may also note that the Notice of the Twenty Ninth Annual General Meeting and the Annual Report for year ended March 31, 2019 will also be available on the Company's website www.satincare.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Delhi for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the members may also send requests to the Company's email id: "secretarial@satincare.com". The Company has a dedicated e-mail address "secretarial@satincare.com" for members to mail their queries or lodge complaints, if any. We will endeavour to reply to your queries at the earliest.
8. Members eligible to receive dividend and whose shareholding is in electronic mode are requested to direct change of address notifications and updates of bank account details to their respective depository participant(s). We urge the members to utilize the Electronic Clearing System (ECS) for receiving dividends.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) and updates of bank account details by every investors holding securities in physical or electronic mode with the Registrar and Share Transfer Agent.
10. Electronic copy of the Notice of the aforesaid Annual General Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent to all the members, whose email IDs are registered with the Company for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the aforesaid Annual General Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
11. Members desirous of asking any questions at the Annual General Meeting are requested to send in their questions so as to reach the Company's Corporate Office at least 7 (Seven) days before the date of the ensuing Annual General Meeting so that the same can be suitably replied to.
12. Members are requested to bring their copy of the Annual Report to the Meeting and no copy would be provided at Annual General Meeting venue.
13. Voting Rights: Members holding Equity Shares shall have one vote per share as shown against their holding.
14. Relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office and Corporate Office of the Company during business hours on all days (except Saturdays, Sundays and Public holidays) up to the date of twenty ninth Annual General Meeting.
15. Members can inspect the register of director and key managerial personnel and their shareholding, required to



be maintained under Section 170 of the Companies Act, 2013 during the course of the meeting at the venue. Further, the Register of Contract or Arrangements as maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members during the course of the meeting at the venue of Annual General Meeting.

16. Pursuant to the prohibition imposed vide Secretarial Standard on the General Meeting (SS-2) issued by ICSI and the MCA Circular, no gifts/coupons shall be distributed at the Annual General Meeting.

17. We urge members to support our commitment to environmental protection by choosing to receive their shareholding communication through email. You can do this by updating your email addresses with your depository participants.

18. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

19. Details as required in sub-regulation (3) of regulation 36 of the Listing Regulations and Secretarial Standard-2 issued by The Institute of Company Secretaries of India in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. Requisite declarations have been received from the Directors for seeking appointment/ re-appointment.

20. VOTING THROUGH ELECTRONIC MEANS

i. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide to its' members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').

ii. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

iii. The Board of Directors of the Company has appointed Mr Rajeev Bhatia, a Practicing Chartered Accountant (ICAI Membership No. 089018) of M/s Rajeev Bhatia & Associates, as Scrutinizer to scrutinize the voting at Annual General Meeting and remote e-voting process in a fair and transparent manner. Mr Bhatia

has communicated his willingness to be appointed and will be available for same purpose.

iv. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner as on the cut-off date i.e. Saturday, June 29, 2019.

v. The e-voting period commences on Wednesday, July 03, 2019 (10.00 A.M. IST) and ends on Friday, July 05, 2019 (5.00 P.M. IST). During this period, Members may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

vi. The instructions and other information for e-voting are as under:

i. The Member 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 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 Postal Ballot / Attendance Slip indicated in the PAN field.

Date of Birth (DOB) 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).

OR Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Bank demat account or in the company records in Details order to login.

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for the relevant "**190527001-Satin Creditcare Network Limited**" 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. Members 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xviii. **Note for Non – Individual Members and Custodians**
- Non-Individual member (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.
- xx. All grievances connected with the facility for voting by electronic means may be addressed to Mr Rakesh Dalvi, Deputy Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.
21. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.satincare.com and on the website of CDSL immediately after the declaration of result by the Chairman and communicated to the Stock Exchanges (if any), where the shares of the Company are listed.
22. The facility for voting through ballot paper/e-Voting shall be made available at the AGM and in such case, the members attending the meeting who have not cast their vote by remote e-Voting shall be able to exercise their right at the meeting through ballot paper/electronic voting.
23. The route map showing direction to reach the venue of the Annual General Meeting is annexed as **Appendix 1** and form part of the Notice

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

Choudhary Runveer Krishanan

Place: Delhi Company Secretary & Compliance Officer
Dated: May 8, 2019 FCS:7437



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

Item No. 4

Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("**Prospectus and Allotment Rules**") deals with private placement of securities by a company. Rule 14(1) of the Prospectus and Allotment Rules prescribes that in case of an offer or invitation to subscribe to securities, the Company shall obtain previous approval of its shareholders/members ("**Members**") by means of a special resolution. Proviso 3 of the Prospectus and Allotment Rules further prescribes that in case of the issue of non-convertible debentures ("**NCDs**") exceeding the limits prescribed in Section 180(1)(c) of the Companies Act, 2013, it shall be sufficient to obtain such previous approval only once in a year for all the offers or invitations for such NCDs issued during a period of one year from the date of passing of the aforementioned special resolution.

In order to augment resources for on-lending by the Company, repayment/refinance of existing debt, working capital requirement, purchase of assets, investments, general corporate purposes, and for any other purposes, the Company may invite subscription for secured/unsecured/subordinated/senior, rated/unrated, listed/unlisted, redeemable (including market linked debentures) NCDs, in one or more series/tranches on private placement basis. The NCDs proposed to be issued, may be issued either at par or at premium or at a discount to face value and the issue price (including premium, if any) shall be decided by the board of directors of the Company ("**Board**") on the basis of various factors including the interest rate/effective yield determined, based on market conditions prevailing at the time of the issue(s).

Pursuant to Rule 14(1) read with proviso 3 of the Prospectus and Allotment Rules, the following disclosures are being made by the Company to the Members:

Particulars of the offer including date of passing board resolution	<p>The second proviso to Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("Prospectus and Allotment Rules") prescribes that where the amount to be raised through offer or invitation of NCDs (as defined above) exceeds the limit prescribed, it shall be sufficient if the company passes a previous special resolution only once in a year for all the offers or invitations for such NCDs during the year.</p> <p>In view of this, pursuant to this resolution under Section 42 of the Companies Act, 2013, the specific terms of each offer/issue of NCDs [whether secured/unsecured/subordinated/senior, rated/unrated, listed/unlisted, redeemable (including market linked debentures)] shall be decided from time to time, within the period of one year from the date of the aforementioned resolution. In line with Rule 14(1) of the Prospectus and Allotment Rules, the date of the relevant board resolution shall be mentioned/disclosed in the private placement offer and application letter for each offer/issue of NCDs.</p>
Kinds of securities offered and the price at which the security is being offered	<p>Non-convertible debt securities/ NCDs.</p> <p>The NCDs will be offered/issued either at par or at premium or at a discount to face value, which will be decided by the Board for each specific issue, on the basis of the interest rate/effective yield determined, based on market conditions prevailing at the time of the respective issue.</p>
Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	<p>Not applicable, as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt instruments/NCDs which will be issued either at par or at premium or at a discount to face value in accordance with terms to be decided by the Board, in discussions with the relevant investor(s).</p>
Name and address of valuer who performed valuation	<p>Not applicable as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt instruments/NCDs.</p>
Amount which the company intends to raise by way of securities	<p>The specific terms of each offer/issue of NCDs shall be decided from time to time, within the period of one year from the date of the aforementioned resolution, provided that the amounts of all such NCDs at any time issued within the period of 1 (one) year from the date of passing of the aforementioned shareholders resolution shall not exceed the limit specified in the resolution number 4 passed under Section 42 of the Companies Act, 2013.</p>
Material terms of raising of securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities.	<p>The specific terms of each offer/issue of NCDs shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution, in discussions with the respective investor(s). These disclosures will be specifically made in each private placement offer and application letter for each offer/issue.</p>

Accordingly, consent of the Members is sought in connection with the aforesaid issue of NCDs and they are requested to authorize the Board to issue such NCDs during the year on private placement basis up to ₹ 5,000 Crore (Indian Rupees Five Thousand Crore only) as stipulated above, in one or more tranches, within the overall borrowing limits of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013.

None of the directors and key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding (if any) in the Company. The Board recommends the passing of the resolution as special resolution.

Item No. 5 & 6

Being into the business of Micro Finance, the Company requires more funds from various lenders of repute to run its operations smoothly and consistently. The total borrowings from banks and other financial institutions including unsecured loans were ₹ 5,147 Crore as on March 31, 2019. As the business requirements of the Company is growing at a fast pace and to enable an active borrowing program by the Company and to access funds at most competitive rate(s), the Company may consider undertaking different forms of borrowings including but not limited to term loan(s), working capital facilities, inter corporate deposit(s), commercial paper, debentures, sub-debt, other non-convertible or convertible debt instruments and/or other fund based facilities whether secured or unsecured or structured or unstructured as may be allowable to be mobilized by the Company. In this regard, it is, therefore, proposed to increase the present borrowing limits from ₹ 10,000 Crore (Rupees Ten Thousand Crore) to ₹ 15,000 Crore (Rupees Fifteen Thousand Crore) over and above the paid-up share capital, free reserves and securities premium of the Company.

Pursuant to Section 180(1)(c) of the Companies Act, 2013 read with Article 67 of Articles of Association (AOA), a Company will require Members approval if the money borrowed together with the money already borrowed by it exceeds aggregate of paid-up share capital, free reserves and securities premium, apart from temporary loans obtain from its bankers' in the ordinary course of business.

Accordingly, it is proposed to seek approval of the Members under Section 180(1)(c) of the Companies Act, 2013, to authorize the Board of Directors to borrow monies in excess of the paid-up share capital, free reserves and securities premium of the Company so however, that the total amount so borrowed shall not exceed at any point in time (excluding any interest on such borrowings) a sum equivalent to ₹ 15,000 Crore (Rupees Fifteen Thousand Crore) over and above the aggregate, for the time being, of the paid-up share capital, free reserves and securities premium of the Company, other than borrowings which are to be excluded in computing such limits pursuant to the provisions of the said Section.

Further, pursuant to Section 180(1)(a) of the Companies Act, 2013 read with Article 67 of AOA, approval of the members by special resolution is required to create charge on the Movable or

Immovable which can be pledged, mortgage and/or charged and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a fixed or floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of Banks, Financial Institutions, any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings, subject to the limits approved by members under Section 180(1) (a) of the Act, at present the Company can incur upto 10,000 Crore (Rupees Ten Thousand Crore only)

Accordingly, it is proposed to seek approval of the Members under Section 180(1)(a) of the Companies Act, 2013, to authorize the Board of Directors to offer and create charge on the movable or immovable which can be pledged, mortgage and/or charged and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a fixed or floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company, in favour of the Banks, Financial Institutions, any other lenders or debenture trustees for the purpose of securing the borrowing(s) of the Company for a sum equivalent to ₹ 15,000 Crore (Rupees Fifteen Thousand Crores only).

The Board of Directors of the Company in its Board Meeting held on May 8, 2019 has approved the above proposal and recommended passing of the proposed Special Resolutions as contained in Item no. 5 and 6 of the Notice, by members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding (if any) in the Company.

Item No. 7, 8, 9, 10 to 11

Mr Rakesh Sachdeva (DIN 00333715), Mr Sundeep Kumar Mehta (DIN 00840544), Mrs Sangeeta Khorana (DIN 06674198), Mr Goh Colin (DIN 06963178) and Mr Sanjay Kumar Bhatia (DIN 07033027) were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges to hold office as an Independent Directors of the Company up to the September 4, 2019 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Companies Act, 2013).

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended reappointment of Mr Rakesh Sachdeva, Mr Sundeep Kumar Mehta, Mrs Sangeeta Khorana, Mr Goh Colin, and Mr Sanjay Kumar Bhatia for a second term of 5 (five) consecutive years on the Board of the Company.



The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given their background and experience and contributions made by them during their tenure, the continued association of Mr Rakesh Sachdeva, Mr Sundeep Kumar Mehta, Mrs Sangeeta Khorana, Mr Goh Colin, and Mr Sanjay Kumar Bhatia would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint Mr Rakesh Sachdeva, Mr Sundeep Kumar Mehta, Mrs Sangeeta Khorana, Mr Goh Colin, and Mr Sanjay Kumar Bhatia as Independent Directors of the Company, and shall not be liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company in terms of Sections 149(10) and 149(11) of the Companies Act, 2013 and in accordance of other applicable laws.

Section 149 of the Companies Act, 2013 ("Act") and Regulations 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") *inter alia* prescribe that an independent directors of the company shall meet the criteria of independence as provided in Section 149(6) of the Act and Regulations 16 of Listing Regulations.

Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

Mr Rakesh Sachdeva, Mr Sundeep Kumar Mehta, Mrs Sangeeta Khorana, Mr Goh Colin, and Mr Sanjay Kumar Bhatia are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has also received declarations from Mr Rakesh Sachdeva, Mr Sundeep Kumar Mehta, Mrs Sangeeta Khorana, Mr Goh Colin, and Mr Sanjay Kumar Bhatia that they meet with the criteria of independence as prescribed both under sub-Section (6) of Section 149 of the Act and Regulation 16 the Listing Regulations.

In the opinion of the Board, Mr Rakesh Sachdeva, Mr Sundeep Kumar Mehta, Mrs Sangeeta Khorana, Mr Goh Colin, and

Mr Sanjay Kumar Bhatia fulfil the conditions for appointment as Independent Directors as specified in the Act and the Listing Regulations, Mr Rakesh Sachdeva, Mr Sundeep Kumar Mehta, Mrs Sangeeta Khorana, Mr Goh Colin, and Mr Sanjay Kumar Bhatia are independent of the management.

Details of Directors whose re-appointment as Independent Directors is proposed at Item Nos. 7, 8, 9, 10 and 11 are provided in the "Annexure" to the Notice pursuant to the Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of draft letters of appointment of Mr Rakesh Sachdeva, Mr Sundeep Kumar Mehta, Mrs Sangeeta Khorana, Mr Goh Colin, and Mr Sanjay Kumar Bhatia setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company. Mr Rakesh Sachdeva, Mr Sundeep Kumar Mehta, Mrs Sangeeta Khorana, Mr Goh Colin, and Mr Sanjay Kumar Bhatia are interested in the resolutions set out respectively at Item Nos. 7, 8, 9, 10 and 11 of the Notice with regard to their respective re-appointments.

The relatives of Mr Rakesh Sachdeva, Mr Sundeep Kumar Mehta, Mrs Sangeeta Khorana, Mr Goh Colin, and Mr Sanjay Kumar Bhatia may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company.

The Board of Directors of the Company in its Board Meeting held on May 8, 2019 has approved the above proposal and recommended passing of the proposed Special Resolutions as contained in Item no. 7, 8, 9, 10 and 11 of the Notice, by members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolutions except to the extent of their shareholding (if any) and directorship in the Company, being an appointee in their respective resolutions.

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

Choudhary Runveer Krishanan

Place: Delhi

Company Secretary & Compliance Officer

Dated: May 8, 2019

FCS:7437

ANNEXURE A TO THE NOTICE

PURSUANT TO REGULATION 36 OF THE LISTING REGULATIONS AND SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED IS FURNISHED BELOW:

	Mr Satvinder Singh	Mr Rakesh Sachdeva
Name of the Director	Mr Satvinder Singh	Mr Rakesh Sachdeva
DIN	00332521	00333715
Date of first Appointment on the Board of the Company	October 16, 1990	April 30, 1999
AGE	53 Years	61 Years
Qualification	Post graduate diploma in Business Management from Institute of Management Technology, Ghaziabad	Degree in commerce from Delhi University and fellow member of the Institute of Chartered Accountants of India.
Brief Profile/ Nature of Expertise	Mr Satvinder Singh, aged 53 years, is a Non-Executive Director of our Company and has been associated with our Company since incorporation. He has a post graduate diploma in Business Management from Institute of Management Technology, Ghaziabad. He has over 29 years of experience in consumer marketing and finance.	Mr Rakesh Sachdeva, aged 61 years, is an Independent Director of our Company. He has a degree in commerce from Delhi University. He is a fellow member of the Institute of Chartered Accountants of India. He has over 37 years of experience in finance, auditing, taxation and accounts. He is currently working with Earth-n-Heaven as chief executive office and has previously worked at Apollo Tyres Limited and U.K. Paints Group.
Terms and conditions of re-appointment	As per the resolution at item no. 6 of the Notice of Twenty Ninth Annual General Meeting dated May 8, 2019 read with explanatory statement thereto	As per the resolution at item no. 7 of the Notice of Twenty Ninth Annual General Meeting dated May 8, 2019 read with explanatory statement thereto
Remuneration last drawn	Refer to Report on Corporate Governance	Refer to Report on Corporate Governance
Names of other companies in which the person also holds the directorship as at March 31, 2019	<ul style="list-style-type: none"> i. Satin Neo Dimensions Private Limited ii. Taco Consultants Private Limited iii. Wisteria Holdings & Investments Private Limited 	<ul style="list-style-type: none"> i. Taraashna Services Limited
Names of companies in which the person also holds the membership of Committees of the Board as at March 31, 2019	<p>Chairmanship</p> <p>None</p> <p>Membership</p> <p>Satin Creditcare Network Limited</p> <ul style="list-style-type: none"> i. Audit Committee, ii. Risk Management Committee and, iii. Working Committee 	<p>Chairmanship</p> <p>Satin Creditcare Network Limited</p> <ul style="list-style-type: none"> i. Strategy Committee <p>Membership</p> <p>Satin Creditcare Network Limited</p> <ul style="list-style-type: none"> i. Risk Management Committee
Shareholding in Satin Creditcare Network Limited	2,57,011 Equity Shares	7,211 Equity Shares
Relationship between directors inter-se	Mr Singh is brother of Mr H P Singh, Chairman and Managing Director of the Company	He is not related with any Director and Key Managerial Personnel of the Company.
Number of Meetings of the Board attended during the Financial Year – 2018-19	5 out of 7 Meeting	6 out of 7 Meeting



Name of the Director	Mr Sundeep Kumar Mehta	Mrs Sangeeta Khorana
DIN	00840544	06674198
Date of first Appointment on the Board of the Company	February 13, 2013	August 9, 2013
AGE	58 Years	55 Years
Qualification	Bachelor's degree in science from the University of Rajasthan and master's degree in humanities from Annamalai University and also has completed diploma courses in automotive engineering, labour laws, cyber laws and management and a post graduate diploma in business administration from Annamalai University	Doctorate in International Economics from University of St. Gallen in Switzerland, a masters' degree in international law and economics from University of Berne, Switzerland and a master's degree in economics from Allahabad University, India.
Brief Profile/ Nature of Expertise/	Mr Sundeep Kumar Mehta, is an Independent Director of our Company. He holds a bachelor's degree in science from the University of Rajasthan and master's degree in humanities from Annamalai University. He has completed diploma courses in automotive engineering, labour laws, cyber laws and management and a post graduate diploma in business administration from Annamalai University. He has an experience of over 33 years of experience in human resource development, strategy, business management, business transformation strategies, business process re-engineering, employee engagement processes, performance evaluation and enhancement and corporate restructuring. He is currently working with International Quality Management Systems as director and has previously worked at the RKJ group, Escorts Limited, the Panacea Biotech Limited, Bata India Limited and Eicher Good Earth Limited.	Dr. Sangeeta Khorana, is an Independent Director of our Company. She holds a Doctorate in International Economics from the University of St. Gallen in Switzerland, a masters' degree in international law and economics from University of Berne, Switzerland and a master's degree in economics from Allahabad University, India. She has over 15 years of experience in civil services. She is currently working with Bournemouth University as a professor of economics and has previously worked as an Indian Administrative Officer with the Indian government She also provide advise to international institutions & Government.
Terms and conditions of re-appointment	As per the resolution at item no. 8 of the Notice of Twenty Ninth Annual General Meeting dated May 8, 2019 read with explanatory statement thereto	As per the resolution at item no. 9 of the Notice of Twenty Ninth Annual General Meeting dated May 8, 2019 read with explanatory statement thereto
Remuneration last drawn	Refer to Report on Corporate Governance	Refer to Report on Corporate Governance
Names of other companies in which the person also holds the directorship as at March 31, 2019	<ul style="list-style-type: none"> i. Activa Softech Limited ii. Activa Certification Private Limited iii. Satin Housing Finance Limited iv. Satin Finserv Limited 	<ul style="list-style-type: none"> i. WSX Enterprises ii. International Trade Consulting Solutions Ltd
Names of companies in which the person also holds the membership of Committees of the Board as at March 31, 2019	<p>Chairmanship</p> <p>Satin Creditcare Network Limited</p> <ul style="list-style-type: none"> i. Nomination and Remuneration Committee ii. Stakeholder and Relationship Committee <p>Satin Finserv Limited</p> <ul style="list-style-type: none"> i. Audit Committee ii. Nomination and Remuneration Committee <p>Membership</p> <p>Satin Creditcare Network Limited</p> <ul style="list-style-type: none"> i. Audit Committee 	<p>Chairmanship</p> <p>None</p> <p>Membership</p> <p>Satin Creditcare Network Limited</p> <ul style="list-style-type: none"> i. Nomination and Remuneration Committee ii. Corporate Social Responsibility Committee
Shareholding in Satin Creditcare Network Limited	Nil	Nil
Relationship between directors inter-se	He is not related with any Director and Key Managerial Personnel of the Company.	He is not related with any Director and Key Managerial Personnel of the Company.
Number of Meetings of the Board attended during the Financial Year – 2018-19	7 out of 7 Meeting	5 out of 7 Meeting

	Mr Goh Colin	Mr Sanjay Kumar Bhatia
Name of the Director	Mr Goh Colin	Mr Sanjay Kumar Bhatia
DIN	06963178	07033027
Date of first Appointment on the Board of the Company	November 12, 2014	December 6, 2014
AGE	52 Years	54 Years
Qualification	Master's Degree in International Management from University of Technology, Sydney and has completed a double course in Economics and Finance from Curtin University of Technology, Perth	Master's Degree in International Management from University of Technology, Sydney and has completed a double course in Economics and Finance from Curtin University of Technology, Perth
Brief Profile/ Nature of Expertise	Mr Goh Colin, is an Independent Director of our Company. He has a master's degree in international management from University of Technology, Sydney and has completed a double course in economics and finance from Curtin University of Technology, Perth. He has an experience of over 23 years in property and charity sector. He is currently the executive director of Millet Holdings Pte. Limited, an investment holding company.	Mr Sanjay Kumar Bhatia, is an Independent Director of our Company. He holds a bachelor's degree in commerce from the University of Delhi and is a qualified Chartered Accountant. He has over 32 years of experience in sales management, strategy formation. He is currently working with Antara Senior Living Limited as head of sales and has previously worked with Max Life Insurance Limited, Max New York Life, Vikas Motors Limited, Dinker Portfolio Private Limited, DMA of Citibank N.A.
Terms and conditions of re-appointment	As per the resolution at item no. 10 of the Notice of Twenty Ninth Annual General Meeting dated May 8, 2019 read with explanatory statement thereto	As per the resolution at item no. 11 of the Notice of Twenty Ninth Annual General Meeting dated May 8, 2019 read with explanatory statement thereto
Remuneration last drawn	Refer to Report on Corporate Governance	Refer to Report on Corporate Governance
Names of other companies in which the person also holds the directorship as at March 31, 2019	<ul style="list-style-type: none"> i. The Rice Co. Ltd ii. Global Cultural Alliance Ltd iii. Millet Holdings Pte Ltd iv. Millet World Pte Ltd v. Millet Capital Pte Ltd vi. Millet Sdn Bhd vii. Metaverse Systems Pte Ltd viii. Scape Ltd ix. Singapore Arts School Ltd x. Republic Polytechnic xi. Social Creatives Ltd xii. Zhangjiagang Co. Ltd 	<ul style="list-style-type: none"> i. Taraashna Services Limited ii. Antara Gurgaon Senior Living Limited
Names of companies in which the person also holds the membership of Committees of the Board as at March 31, 2019	<p>Chairmanship</p> <p>None</p> <p>Membership</p> <p>Satin Creditcare Network Limited</p> <ul style="list-style-type: none"> i. Corporate Social Responsibility Committee 	<p>Chairmanship</p> <p>Satin Creditcare Network Limited</p> <ul style="list-style-type: none"> i. Audit Committee <p>Membership</p> <p>Satin Creditcare Network Limited</p> <ul style="list-style-type: none"> i. Stakeholders Relationship Committee
Shareholding in Satin Creditcare Network Limited	Nil	Nil
Relationship between directors inter-se	He is not related with any Director and Key Managerial Personnel of the Company.	He is not related with any Director and Key Managerial Personnel of the Company.
Number of Meetings of the Board attended during the Financial Year – 2018-19	2 out of 7 Meeting	4 out of 7 Meeting



**Form No. MGT-11
PROXY FORM**

**[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the
Companies (Management and Administration) Rules, 2014]**

Name of the Member(s):	
Registered Address:	
E-mail Id:	
Folio No. / DP & Client ID:	
No of Shares held:	

I/We, being the member (s) of Equity shares of the above named company, hereby appoint

1. Name.....Address:.....

E-mail Id:.....Signature:....., or failing him

2. Name.....Address:.....

E-mail Id:.....Signature:....., or failing him

3. Name.....Address:.....

E-mail Id:.....Signature:....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Ninth Annual General Meeting of the Company, to be held on Saturday the July 6, 2019 at 10:30 A.M. at Little Theatre Group Auditorium, 1, Copernicus Marg, Mandi House, Opp. Doordarshan Bhavan, Near Connaught Place, New Delhi, Delhi 110001 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Adoption of Financial Statements and the reports of the Directors and Auditors
2. Declaration of Dividend on Preference Shares
3. To appoint a Director in place of Mr Satvinder Singh (DIN: 00332521), who retires by rotation and being eligible, offers himself for re-appointment
4. To consider, discuss and approve the issuance of Non-Convertible Debentures, in one or more series/tranches pursuant to Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014
5. To increase the borrowing power of Board of Directors u/s 180(1) (c) of the Companies Act, 2013
6. Creation of Charges on the Movable and Immovable properties of the Company, both present and future, in respect of borrowings u/s 180(1) (a) of the Companies Act, 2013
7. Re-appointment of Mr Rakesh Sachdeva (DIN 00333715) as an Independent Director of the Company
8. Re-appointment of Mr Sundeep Kumar Mehta (DIN 00840544) as an Independent Director of the Company
9. Re-appointment of Mrs Sangeeta Khorana (DIN 06674198) as an Independent Director of the Company
10. Re-appointment of Mr Goh Colin (DIN 06963178) as an Independent Director of the Company
11. Re-appointment of Mr Sanjay Kumar Bhatia (DIN 07033027) as an Independent Director of the Company

Signed this..... day of..... 2019



Signature of shareholder.....

Signature of Proxy holder(s).....



Note:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Corporate/Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- (2) A person can act as proxy on behalf of Members up to and not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company. Further, a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such a person shall not act as proxy for any other person or Member.

**Form No. MGT- 12**

[Pursuant to Section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

POLLING PAPER

FOR TWENTY NINTH ANNUAL GENERAL MEETING SCHEDULED ON SATURDAY THE JULY 6, 2019 AT 10:30 A.M. AT LITTLE THEATRE GROUP AUDITORIUM, 1, COPERNICUS MARG, MANDI HOUSE, OPP. DOORDARSHAN BHAVAN, NEAR CONNAUGHT PLACE, NEW DELHI, DELHI 110001.

S. No.	Particulars	Details
1.	Name of the first named shareholder (in block letters)	
2.	Postal Address	
3.	Registered Folio No. /*Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity

I hereby exercise my vote in respect of Ordinary/Special resolution enumerated below by recording my assent or dissent to the said resolutions in the following manner:

Item No.	Item Particulars	No. of Shares Held	For	Against
1.	Adoption of Financial Statements and the reports of the Directors and Auditors			
2.	Declaration of Dividend on Preference Shares			
3.	To appoint a Director in place of Mr Satvinder Singh (DIN: 00332521), who retires by rotation and being eligible, offers himself for re-appointment			
4.	To consider, discuss and approve the issuance of Non-Convertible Debentures, in one or more series/tranches pursuant to Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014			
5.	To increase the borrowing power of Board of Directors u/s 180(1) (c) of the Companies Act, 2013			
6.	Creation of Charges on the Movable and Immovable properties of the Company, both present and future, in respect of borrowings u/s 180(1) (a) of the Companies Act, 2013			
7.	Re-appointment of Mr Rakesh Sachdeva (DIN 00333715) as an Independent Director of the Company			
8.	Re-appointment of Mr Sundeep Kumar Mehta (DIN 00840544) as an Independent Director of the Company			
9.	Re-appointment of Mrs Sangeeta Khorana (DIN 06674198) as an Independent Director of the Company			
10.	Re-appointment of Mr Goh Colin (DIN 06963178) as an Independent Director of the Company			
11.	Re-appointment of Mr Sanjay Kumar Bhatia (DIN 07033027) as an Independent Director of the Company			

(Signature of the Shareholder)

(Name & Signature of the Proxy)

Place: Delhi

Date: July 6, 2019

Note: Proxy who are attending and voting in this Twenty Ninth Annual General Meeting on behalf of members are requested to first write their name before signing.

APPENDIX -I

ROUTE MAP:

ROUTE MAP OF TWENTY NINTH AGM VENUE: LITTLE THEATRE GROUP AUDITORIUM, 1, COPERNICUS MARG, MANDI HOUSE, OPP. DOORDARSHAN BHAVAN, NEAR CONNAUGHT PLACE, NEW DELHI, DELHI 110001

