



**SATIN CREDITCARE NETWORK LIMITED**

**CIN: L65991DL1990PLC041796**

**Regd. Office: 5th Floor, Kundan Bhawan,  
Azadpur Commercial Complex, Azadpur, Delhi-110033**

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

**Phone: 0124-4715400; Website: [www.satincreditcare.com](http://www.satincreditcare.com)**

**Email Id: [investors@satincreditcare.com](mailto:investors@satincreditcare.com)**

**Dear Member(s),**

Notice is hereby given to the members of Satin Creditcare Network Limited ("the Company") pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), guidelines prescribed by the Ministry of Corporate Affairs for holding general meetings/ conducting postal ballot process, vide General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs in view of COVID-19, and further pursuant to applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and subject to such other applicable laws and regulations. The resolution appended below is proposed to be passed by the Members through postal ballot which includes electronic voting (E-Voting).

The draft resolution proposed to be passed by way of Postal Ballot/E-voting and the Explanatory Statement, setting-out the material facts and reasons for the proposal are appended below for consideration of the members. The Postal Ballot Form for exercising the vote is annexed to this Notice.

Members desiring to opt for E-Voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section "Voting through Electronic Means".

Approval of members of the Company is sought by way of Postal Ballot which includes electronic voting in respect of the following special business:

**Item No. 1**

**Increase in Authorised Share Capital and consequent alteration of the Capital Clause in the Memorandum of Association of the Company**

To consider and to give assent/dissent for passing the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 13, 61(1), 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules, regulations, notifications, circulars and orders, (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to increase the existing Authorised Share Capital from INR 1,40,00,00,000 (Indian Rupees One Hundred and Forty Crores only) divided into 6,50,00,000 (Six Crores and Fifty Lakhs) equity shares of INR 10/- (Indian Rupees Ten only) each and 7,50,00,000 (Seven Crores and Fifty Lakhs) preference shares of INR 10/- (Indian Rupees Ten only) each to INR 1,70,00,00,000 (Indian Rupees One Hundred and Seventy Crores only) consisting of 9,50,00,000 (Nine Crores and Fifty Lakhs) equity shares of INR 10/- (Indian Rupees Ten only) each and 7,50,00,000 (Seven Crores Fifty Lakhs) preference shares of INR 10/- (Indian Rupees Ten only) each by creation of additional 3,00,00,000 (Three Crores) equity shares of INR 10/- (Indian Rupees Ten only) ranking pari-passu in all respect with the existing equity shares of the Company.

**RESOLVED FURTHER THAT** the existing Clause V of Memorandum of Association of the Company relating to the Share Capital be and is hereby altered with the following new Clause V:

*"The Authorised Share Capital of the Company is INR 1,70,00,00,000 (Indian Rupees One Hundred and Seventy Crores only) divided into 9,50,00,000 (Nine Crores and Fifty Lakhs) equity shares of INR 10 (Indian Rupees Ten only) each and divided into 7,50,00,000 (Seven Crores and Fifty Lakhs) preference shares of INR 10 (Indian Rupees Ten only) each.*

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company and/ or the Company Secretary & Compliance Officer of the Company, be and are hereby severally authorised to take such steps and to do and perform all such acts, deeds, matters and things and make, sign and file such applications/ forms with Registrar of Companies and/ or any other statutory authorities as may be required and accept any alteration(s) or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in this regard, in such manner as may appear to the Board of Directors to be most beneficial to the Company.”

**Registered Office:**

5th Floor, Kundan Bhawan,  
Azadpur Commercial Complex,  
Azadpur, Delhi -110033

Date: May 15, 2020

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

**Sd/-  
Adhish Swaroop  
(Company Secretary & Compliance Officer)  
M. No. – A16034**

**NOTES:**

1. An explanatory statement pursuant to Sections 102 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 setting out all material facts concerning the aforesaid special business and reasons thereof are annexed hereto.
2. As per Section 110 and other applicable provision of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (“**Rules**”) and guidelines prescribed by the Ministry of Corporate Affairs for holding general meetings/ conducting postal ballot process, vide General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 on account of COVID-19 (“**MCA Circulars**”), this Notice along with the Postal Ballot Form is being sent only by e-mail to all the members, whose e-mail ID is registered with the Company or with the National Securities Depository Limited (“**NSDL**”) / Central Depository Services (India) Limited (“**CDSL**”) (“**Depositories**”) and whose name appear in the register of members/ list of beneficial owners as received from the Depositories as on **Friday, May 15, 2020 (“Record Date”)**. It is however, clarified that all members of the Company as on the Record Date (including those members who may not have received this Notice due to non-registration of their e-mail IDs with the Company or the Depositories) shall be entitled to vote in relation to the resolution specified in this Notice in accordance with the process specified in the Notice.
3. The Company hereby requests all its members to register their e-mail IDs if not yet registered, to promote green initiative and to enable the Company to provide all communications to the members through e-mail.

Members holding shares in physical form are requested to intimate their e-mail address to Link Intime India Private Limited, Noble Heights, 1st Floor, Plot NH 2, C-1 Block, LSC, Near Savitri Market, Janakpuri, New Delhi - 110 058, Registrar & Share Transfer Agent/ Company either by e-mail at [swapann@linkintime.co.in](mailto:swapann@linkintime.co.in) or [Adhish.swaroop@satincreditcare.com](mailto:Adhish.swaroop@satincreditcare.com) by sending a communication, in a prescribed format, at the address mentioned at Note No. 5 below or at the Registered Office/ Corporate Office of the Company. A copy of the prescribed format is attached at **Annexure-A**. Members holding shares in dematerialized form are also requested to contact their respective Depository Participants for registering their e-mail IDs.

4. Voting rights will be reckoned on the paid-up value of shares registered in the name(s) of the members on the Record Date. Only those members whose names are recorded in the Register of Members of the Company or in the list of Beneficial Owners maintained by the Depositories as on the Record Date will be entitled to cast their votes by Postal Ballot or e-voting. A person who is not a member as on the Record Date should treat this Notice for information purpose only.

5. Kindly note that the members can opt for any one mode of voting i.e. by physical Postal Ballot or e-voting. Persons who are members as on the Record date and (i) who have received this Notice by e-mail; and (ii) who have not received this Notice due to the non-registration of their e-mail ID with the Company or the Depositories, and wish to vote through Postal Ballot Form can download the Postal Ballot Form from the link [www.evotingindia.com](http://www.evotingindia.com) or [www.satincreditcare.com](http://www.satincreditcare.com) or seek Postal Ballot Form from Link Intime India Private Limited, Registrar & Share Transfer Agent, Unit: Satin Creditcare Networks Limited, Noble Heights, 1st Floor, Plot NH 2, C-1 Block, LSC, Near Savitri Market, Janakpuri, New Delhi - 110 058, e-mail: [swapann@linkintime.co.in](mailto:swapann@linkintime.co.in), fill the details and send the same to the Scrutinizer at “**Mr Rajeev Bhatia, Practicing Chartered Accountant, Scrutinizer, Floor 3, Plot No. 97, Sector 44, Gurugram, Haryana - 122 003, India**”. However, the members may face difficulties in sending Postal Ballot Form through post on account of restrictions imposed by the central/ state government(s), statutory/ regulatory and administrative authorities and other private organizations due to COVID-19 pandemic. Further, the Company/ Scrutinizer may also face difficulties in receiving the Postal Ballot Forms from members. Therefore, it would be in the interest of the members to avail e-voting facility to cast their vote.
6. The Board of Directors of the Company in its meeting held on May 15, 2020 via Video Conferencing has appointed Mr Rajeev Bhatia, from M/s Rajeev Bhatia & Associates, Practicing Chartered Accountant (Membership No.: 089018) as Scrutinizer for conducting the postal ballot which includes voting by electronic means in a fair and transparent manner.
7. Dispatch of the Notice shall be deemed to be completed on Monday, May 18, 2020.
8. Voting will commence on Tuesday, May 19, 2020 at 10:00 A.M. (IST) and end on Wednesday, June 17, 2020 at 6:00 P.M. (IST).
9. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolution through the E-Voting service facility arranged by Central Depository Services (India) Limited (CDSL). The instructions for electronic voting are annexed to this Notice.
10. The Members can opt for only one mode of voting, i.e., either by physical ballot or E-Voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
11. A Member cannot exercise his vote by proxy on postal ballot.
12. After the lock-down is lifted by the Central/ State Government(s), statutory/ regulatory and other administrative authorities all relevant documents referred to in the Explanatory Statement and Reasons thereto would be made available for inspection at the Registered/ Corporate Office of the Company on all working days between 2.00 P.M. (IST) to 4.00 P.M. (IST) up to the date of declaration of the result of Postal Ballot. During the lock-down, a member may write to the Company Secretary & Compliance Officer at [Adhish.swaroop@satincreditcare.com](mailto:Adhish.swaroop@satincreditcare.com) requesting supply of relevant documents referred in the Explanatory Statement. Further, any query in relation to the resolution proposed to be passed by Postal Ballot may be addressed to the Company Secretary & Compliance Officer of the Company at [Adhish.swaroop@satincreditcare.com](mailto:Adhish.swaroop@satincreditcare.com).
13. Members desirous to exercise their vote by Postal Ballot are requested to carefully read the instructions given in the Postal Ballot Form and return the same duly completed and signed, so as to reach the Scrutinizers by **Wednesday, June 17, 2020 up to 6.00 P.M. (IST)**. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if sent by courier or by registered post/ speed post at the expense of the member(s) will also be accepted. The Postal Ballot Form may also be deposited personally. **The duly completed Postal Ballot Form(s) should reach the Scrutinizers at “Floor 3, Plot No. 97, Sector 44, Gurugram, Haryana - 122 003, India” not later than Wednesday, June 17, 2020 up to 6.00 P.M. (IST)** to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member. The Company in no way would be responsible for late/ no delivery of Postal Ballot Form on account of lock-down due to COVID 19. The e-voting module shall also be disabled by CDSL for voting after the above mentioned time.

14. Please note that the Postal Ballot Form shall be considered invalid if (i) the form other than one issued by the Company has been used; and/ or (ii) it has not been signed by or on behalf of the member; and/or (iii) signature on the Postal Ballot Form doesn't match with the specimen signatures registered with the Company; and/ or (iv) it is not possible to determine without any doubt, the assent or dissent of the member; and/ or (v) neither assent nor dissent is mentioned; and/or (vi) any competent authority has given directions in writing to the Company to freeze the voting rights of the member; and/ or (vii) the Postal Ballot Form is received after the last date prescribed; and/ or (viii) it is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and/or (ix) the Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority; and/ or (x) the member has made any amendment to the resolution set-out herein or imposed any condition while exercising his vote; and/or (xi) the member has also voted through e-voting. The Scrutinizers' decision on the validity of a Postal Ballot Form shall be final and binding.
15. The Notice is being uploaded on the website of the Company i.e. [www.satincare.com](http://www.satincare.com) and on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com).
16. Upon completion of scrutiny of the Postal Ballot Forms, the Scrutinizers will submit their report to the Chairman or any Director or to any other person authorised by any of them. The result of the Postal Ballot shall be declared by the Chairman or any Director or any other person authorised by them, on **Thursday June 18, 2020 at 5:00 P.M. (IST)** at the Corporate Office of the Company at "**Floor 3, Plot No. 97, Sector 44, Gurugram, Haryana - 122 003, India**". The resolution if passed by the requisite majority shall be deemed to have passed on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting, i.e. **Wednesday, June 17, 2020**. The result of the Postal Ballot along with the Scrutinizers' Report will also be placed on the Company's website i.e. [www.satincare.com](http://www.satincare.com) and on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com) and on the notice board at the Registered Office and Corporate Office of the Company. The Company shall simultaneously forward the result to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

#### **VOTING THROUGH ELECTRONIC MEANS**

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolution pursuant to Sections 13, 61 and other applicable provisions of the Companies Act, 2013 for Increase in the Authorised Share Capital and consequent alteration of the Capital Clause in the Memorandum of Association of the Company respectively, by electronic means and the business may transacted through E-Voting services provided by CDSL. The members may download the notice and cast their vote electronically. The website address is [www.evotingindia.com](http://www.evotingindia.com).

**Note:** Please read the instructions printed below before exercising your vote.

The instructions for members for voting electronically are as under:

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>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.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"><li>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 (iii).</li></ul>

(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 resolution contained in this Notice.

(x) Click on the EVSN for the relevant "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) **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. 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 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](http://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](mailto: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](mailto: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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutinizer and to the Company, if voted from individual tab & not uploaded same in the CDSL e-voting 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr Rakesh Dalvi, 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](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

**EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS:**

**Item No. 1**

**Increase in the Authorised Share Capital and consequent alteration of the Capital Clause in the Memorandum of Association of the Company**

The present Authorised Share Capital of the Company is INR 1,40,00,00,000 (Indian Rupees One Hundred and Forty Crores only) divided into 6,50,00,000 (Six Crores and Fifty Lakhs) equity shares of INR 10/- (Indian Rupees Ten only) each and 7,50,00,000 (Seven Crores and Fifty Lakhs) preference shares of INR 10/- (Indian Rupees Ten only) each.

The Board of Directors in its meeting held on Friday, May 15, 2020 had decided that it would be prudent to alter the present Authorised Share Capital of the Company by increasing the Authorised Capital of the Company from INR 1,40,00,00,000 (Indian Rupees One Hundred and Forty Crores only) divided into 6,50,00,000 (Six Crores and Fifty Lakhs) equity shares of INR 10/- (Indian Rupees Ten only) each and 7,50,00,000 (Seven Crores and Fifty Lakhs) preference shares of INR 10/- (Indian Rupees Ten only) each to INR 1,70,00,00,000 (Indian Rupees One Hundred and Seventy Crores only) consisting of 9,50,00,000 (Nine Crores and Fifty Lakhs) equity shares of INR 10/- (Indian Rupees Ten only) each and 7,50,00,000 (Seven Crores Fifty Lakhs) preference shares of INR 10/- (Indian Rupees Ten only) each by creation of additional 3,00,00,000 (Three Crores) equity shares of INR 10/- (Indian Rupees Ten only) ranking pari-passu in all respect with the existing equity shares of the Company.

Increase in Authorised Share Capital would necessitate amendment to the Clause – V of the Memorandum of Association of the Company and would require member’s approval by passing an Ordinary Resolution.

None of the directors and key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution. The Board recommends the passing of resolution set out in Item No. 1 as an Ordinary Resolution.

**Registered Office:**

5th Floor, Kundan Bhawan,  
Azadpur Commercial Complex,  
Azadpur, Delhi -110033

Date: May 15, 2020

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

**Sd/-  
Adhish Swaroop  
(Company Secretary & Compliance Officer)  
M. No. – A16034**

**UPDATION OF SHAREHOLDER'S INFORMATION**

I/We request you to record the following information against my/our Folio No./DP ID-Client ID:

**General Information:**

Folio No./DP ID-Client ID	
Name of the first named Shareholder	
PAN	
CIN/Registration No. (applicable to Corporate Shareholders)	
Tel. No. with STD Code	
Mobile No.	
Email ID	

Self-attested copy of PAN/Voter ID/Aadhar Card is attached.

Date:

Signature of Sole/First holder