

NOTICE

NOTICE is hereby given that the Thirtieth Annual General Meeting of Satin Creditcare Network Limited will be held on Wednesday, August 5, 2020 at 10.30 A.M. (IST) through Video Conferencing (VC), to transact the following business.

ORDINARY BUSINESS:

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

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, 2020 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 2019-20

Preference Share	Type of Dividend	No of Preference Shares	Dividend Per Preference Share (In INR)
12.10% Rated, Cumulative, Non-Convertible and Compulsorily Redeemable Preference Shares	Final	2,50,00,000	1.21

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. Issue of Non-Convertible Debentures (NCDs), in one or more series/tranches on private placement basis

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 29th Annual General Meeting held on July 6, 2019 and pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 and in accordance with Rule 14(2) and other applicable provisions of Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014, and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force), the Securities Exchange Board of India (Issue & Listing of Debt Securities) Regulations, 2008, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Reserve Bank

of India (**'RBI'**) Master Directions on Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 and all other rules, regulations, guidelines, notifications, clarifications and circulars, if any, issued by any statutory / regulatory authority, as may be applicable and the memorandum and articles of association of the Company and subject to the consents, approvals, permissions and sanctions of the concerned statutory and regulatory authorities, if and to the extent necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the **"Board"** which term shall include any committee constituted / may be constituted by the Board to exercise its powers including the powers conferred under this resolution) to issue/offer/invite for subscription and allotment of secured/unsecured/subordinated/senior, rated/unrated, listed/unlisted, perpetual or non-perpetual, redeemable (including marked linked debentures), Non-Convertible Debentures (**"NCDs"**) by way of private placement, in one or more tranches, from time to time, to any category of investors eligible to invest in the NCDs, aggregating upto INR 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, foreign portfolio investor(s), overseas fund(s), statutory corporation(s), commercial bank(s), domestic and multilateral lending agency(ies), financial institution(s), insurance company(ies), mutual fund(s), alternative investment funds, pension/provident funds, family office(s), and individual(s), as the case may be or such other person/persons/investors as the Board may so decide/approve in its absolute discretion, for a period of one year or for such other period as permissible under applicable laws, from the date of approval of this resolution by the members.

RESOLVED FURTHER THAT the Board be and is hereby Authorized to determine the terms of issue of NCDs including but not limited to determining size, issue price, timing, tenure, interest rate of NCDs, listing of NCDs, if required, creation of security, utilization of the issue proceeds, appointment of debenture trustee(s), Registrar and Transfer Agent, Legal Counsel and other agency(ies) and to do all necessary acts and things and to execute all deeds, documents, instruments, papers and writings as may be required and to settle all questions, difficulties or doubts that may arise in this regard in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any committee of the Board, Director(s) and / or officer(s) of the Company."

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5. Re-appointment of Mr. Anil Kumar Kalra (DIN:07361739) 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 the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 (**"the Act"**) and rules made thereunder (including any statutory modification or re-enactment thereof, from time to time), the relevant provisions of the Articles of Association and Nomination and Remuneration Policy of the Company and all applicable regulations or guidelines issued by the governmental authorities from time to time and subject to such regulatory approvals as may be necessary and as recommended by Nomination and Remuneration Committee and Board of Directors of the Company, the consent of the Members be and is hereby accorded to re-appoint Mr. Anil Kumar Kalra (DIN: 07361739), who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Act read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**), as amended from time to time and who is eligible for re-appointment for a second term under the provisions of the Act, rules made thereunder and Listing Regulations as Non-Executive Independent Director of the Company and whose term shall not be liable to retire by rotation, to hold office for a term of 5 (five) consecutive years on the Board of Directors of the Company w.e.f. December 8, 2020 to December 7, 2025.

RESOLVED FURTHER THAT any Director and Mr. Adhish Swaroop, Company Secretary & Compliance Officer of the Company be and are hereby severally Authorized to do all such 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."

6. Re-appointment of Mr. Harvinder Pal Singh (DIN: 00333754) as Chairman cum Managing Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, from time to time), the relevant provisions of the Articles of Association and Nomination and Remuneration Policy of the Company and all applicable regulations or guidelines issued by the governmental authorities from

time to time and subject to such regulatory approvals as may be necessary, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise the powers conferred by this resolution), approval of the members of the Company be and is hereby accorded to re-appoint Mr. Harvinder Pal Singh (DIN: 00333754), as Chairman cum Managing Director of the Company for a further term of 5 (five) years with effect from October 1, 2020 to September 30, 2025 upon the terms and conditions as set out in the Explanatory Statement annexed hereto (including remuneration).

RESOLVED FURTHER THAT if in any financial year during the currency of his tenure, the Company has no profits or its profit are inadequate, remuneration as fixed set out in the Explanatory Statement by way of salary, perquisite and other allowances or any contribution thereof shall be the minimum remuneration payable to Mr. Harvinder Pal Singh subject to compliance with the provisions contained in schedule V of the Companies Act, 2013 (including any statutory modification(s) and re-enactments thereof).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby Authorized to alter or vary the scope of remuneration of Mr. Harvinder Pal Singh, Chairman cum Managing Director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limit specified under the Companies Act, 2013 and rules framed thereunder.

RESOLVED FURTHER THAT Mr. Harvinder Pal Singh shall not be liable to retire by rotation during the entire tenure of his reappointment i.e. from October 1, 2020 to September 30, 2025.

RESOLVED FURTHER THAT any Director and Mr. Adhish Swaroop, Company Secretary & Compliance Officer of the Company be and are hereby severally Authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, for the purpose of giving effect to the aforesaid resolution"

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

Adhish Swaroop

Place: Delhi Company Secretary & Compliance Officer
Date: June 15, 2020 ACS:16034

NOTES:

1. An explanatory statement as required under Section 102 of the Companies Act, 2013 in respect of the special businesses specified above is annexed hereto.

Information pursuant to provisions of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for Item No. 3, is annexed to this notice.

Further, the information and facts as specified in the Regulations 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (SS-2) on "General Meetings" issued by The Institute of Company Secretaries of India for Item No. 5 & 6 have been given in the respective explanatory statement annexed to this notice.

2. In view of the continuing restrictions on the movement of people at several places in the country, due to outbreak of COVID-19, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 and other applicable circulars issued by the Securities and Exchange Board of India (SEBI), has allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2020. In accordance with, the said circulars of MCA, SEBI and applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the 30th AGM of the Company shall be conducted through VC. Central Depository Services (India) Limited ('CDSL') will be providing facility for voting through remote e-voting, for participation in the AGM through VC facility and e-voting during the AGM. The procedure for participating in the meeting through VC is explained at Note No. 17 below.
3. As the AGM shall be conducted through VC, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
4. 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.
5. The register of members and share transfer books of the Company shall remain closed from July 30, 2020 to August 5, 2020 (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 July 29, 2020 will be eligible to attend and vote at the Meeting.

6. 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 July 16, 2020.
7. 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 July 3, 2020. A person who is not a member as on July 3, 2020 should treat this Notice for information purpose only.

8. ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT:

In accordance with, the General Circular No. 20/2020 dated 5th May, 2020 issued by MCA and Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).

Members holding shares in physical form are requested to intimate their e-mail address to Link Intime India Pvt. Ltd., 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 or secretarial@satincare.com by sending a communication, in a prescribed format, at the above-mentioned address or at the Registered Office/ Corporate Office of the Company. A copy of the prescribed format is attached at Annexure-2. Members holding shares in dematerialized form are also requested to contact their respective Depository Participants for registering their e-mail IDs.

9. Members eligible to receive dividend and whose shareholding is in electronic mode are requested to direct change of address notifications and updates

NOTES (Contd.)

of bank account details to their respective depository participant(s). We urge the members to utilize the Electronic Clearing System (ECS) for receiving dividends.

10. 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.
11. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, certificate from the Statutory Auditors of the Company certifying that the ESOP Schemes are being implemented in accordance with, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and all the documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection through electronic mode, basis the request being sent on secretarial@satincreditcare.com.
12. Voting Rights: Members holding Equity Shares shall have one vote per share as shown against their holding.
13. 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.
14. 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.
15. 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.
16. 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.

17. CDSL e-Voting System – For Remote e-voting and e-voting during AGM

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC). Hence, Members can attend and participate in the ensuing AGM through VC.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the Authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

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4. The attendance of the Members attending the AGM through VC will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.satincare.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM will be convened through VC in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

(viii) If you are a first time user follow the steps given below:

For Shareholders 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) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/ RTA or contact Company/ RTA.
Dividend Bank Details OR 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"> • 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 (v).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on Sunday, August 2, 2020 (10:00 A.M. IST) and ends on Tuesday, August 4, 2020 (5:00 P.M. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 29, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module.
- (v) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

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- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant **Satin Creditcare Network Limited** on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to secretarial@satincreditcare.com / swapann@linkintime.co.in

2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretarial@satincreditcare.com / swapann@linkintime.co.in

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at secretarial@satincreditcare.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at secretarial@satincreditcare.com. These queries will be replied by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly Authorized signatory who are Authorized to vote, to the Scrutinizer and to the Company at the email address viz; secretarial@satincreditcare.com or Adhish.Swaroop@satincreditcare.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 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 or call 1800225533.

18. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.satincreditcare.com and on the website of CDSL www.evotingindia.com after the declaration of result by the Chairman or a person Authorized by him in writing. The results shall also be forwarded to the Stock Exchanges.

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

Adhish Swaroop

Place: Delhi

Company Secretary & Compliance Officer

Date: June 15, 2020

ACS:16034

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ATTACHED ALONGWITH THE NOTICE DATED JUNE 15, 2020

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. Rule 14(1) of the Prospectus and Allotment Rules further prescribes that in case of offer or invitation for Non-Convertible Debentures ("NCDs"), where the proposed amount to be raised through such offer or invitation exceeds the limit as specified 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, perpetual or non-perpetual, 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 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) 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>Rule 14(1) of the Prospectus and Allotment Rules, prescribes that where the proposed amount to be raised through offer or invitation of NCDs (as defined above) exceeds the limit prescribed under Section 180(1)(c) of the Companies Act, 2013, it shall be sufficient if the company passes a prior special resolution only once in a year for all the offers or invitations for such NCDs during such 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, perpetual or non-perpetual, redeemable (including market linked debentures) NCDs) 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 cum 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 instruments / NCDs.</p> <p>The non-convertible debt instruments / 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 in the aggregate, the limit specified in the resolution under Section 42 of the Companies Act, 2013 i.e. upto INR 5,000 crore.</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.

The material / specific terms of each offer/issue of NCDs and the other information being sought herein 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 the respective transaction documents executed in respect of each offer/issue.

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 INR 5,000 Crore (Indian Rupees Five Thousand Crore only) as stipulated above, in one or more series / tranches on private placement basis.

None of the Directors or Key Managerial Personnel of the Company or the relatives are concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out at Item No. 4 for the approval of Members.

Item No. 5

Pursuant to the provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (the "Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and erstwhile Clause 49 of the Listing Agreement with the stock exchanges, Mr. Anil Kumar Kalra (DIN: 07361739) was appointed as an Independent Director of the Company to hold office upto December 7, 2020.

As per the provisions of Section 149 of the Act, Mr. Anil Kumar Kalra is eligible for reappointment as an Independent Director of the Company for one more term of upto 5 years on passing of Special Resolution by the Company.

Based on the report of performance evaluation of Mr. Anil Kumar Kalra and on the recommendation of Nomination and Remuneration Committee and considering the experience and contribution made by Mr. Anil Kumar Kalra the Board of Directors of the Company at its meeting held on June 15, 2020, has approved the re-appointment of Mr. Anil Kumar Kalra for a second term / period of consecutive 5 (five) years with effect from December 8, 2020 to December 7, 2025, not being liable to retire by rotation, as provided in the Resolution.

Mr. Anil Kumar Kalra has given his consent to act as Director. He has also given declaration to the effect that he is not disqualified from being appointed as Director in terms of Section 164 of the Act, and that he meet the criteria of Independence as specified under Section 149 of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further we have also received declaration pursuant to BSE Circular.

Notice stipulated under Section 160 of the Act has been received from a member intending to propose the candidature of Mr. Anil Kumar Kalra for appointment as Director of the Company.

In the opinion of the Board, Mr. Anil Kumar Kalra is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, as amended and is independent of the Management of the Company. A copy of the draft Letter of Appointment of Mr. Anil Kumar Kalra as an Independent Director is available for inspection through electronic mode, basis the request being sent on secretarial@satincreditcare.com

Details of Director whose re-appointment as Independent Director is proposed at Item No. 5 is provided in the "Annexure-1" 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.

None of the Directors or Key Managerial Personnel of the Company or the relatives, except Mr. Anil Kumar Kalra, the proposed appointee, is concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out at Item No. 5 for the approval of members.

Item No. 6

The members of the Company had, at the 25th Annual General Meeting held on July 8, 2015, approved the re-appointment of Mr. Harvinder Pal Singh, as Chairman cum Managing Director of the Company for a period of 5 years ending on September 30, 2020 and thereafter, members of the Company at the 28th Annual General Meeting held on July 6, 2018 had approved the revision in overall remuneration to be paid to Mr. Harvinder Pal Singh. The members in above-mentioned approvals had Authorized the Board of Directors of the Company to revise the terms including remuneration of Mr. Harvinder Pal Singh in the best interests of the Company without seeking further approval from the Shareholders. Accordingly, on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on May 8, 2019 revised the remuneration of Mr. Harvinder Pal Singh with effect from June 1, 2019 till September 30, 2020 which is within the permissible limit under applicable laws. However, in view of the financial crisis anticipated due to the outbreak of COVID-19 pandemic, Mr. Harvinder Pal Singh has voluntarily agreed to a reduction in his existing remuneration by 50% with effect from April 1, 2020 until September 30, 2020, i.e., the proposed remuneration (as detailed in the table below) will be payable to him during such period.

A brief comparison between the existing remuneration and proposed remuneration to be payable to Mr. Harvinder Pal Singh is set out below:

Existing Remuneration (Drawn until March 31, 2020)	Proposed Remuneration
<p>a) Salary: INR 19,98,900/- per month</p> <p>b) Perquisites: The value of perquisites under Category 'B' and Category 'C' shall be computed/treated in terms of the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder, as amended from time to time.</p>	<p>a) Salary: INR 9,99,450/- per month</p> <p>b) Perquisites: The value of perquisites under Category 'B' and Category 'C' shall be computed/treated in terms of the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder, as amended from time to time.</p>
<p>CATEGORY A</p> <p>1. Medical Benefits for Self & family* Reimbursement of expenses actually incurred for self and family, the total cost of which should not exceed one month's salary per year.</p> <p>2. Leave Travel Concession For self, wife & dependent children once in a year as per the rules of the Company. This is further subject to maximum of one month salary which shall be payable for every year.</p> <p>3. Club Fees Club subscription fees for membership of maximum two clubs. This will, however, not include admission fees and life membership fees. This will be further subject to a ceiling of INR 5,000/- per year.</p> <p>4. Provident Fund Participation in a recognized Provident Fund as per rules of the Company and to the extent not taxable under the Income Tax Act, 1961.</p>	<p>CATEGORY A</p> <p>1. Medical Benefits for Self & family* Reimbursement of expenses actually incurred for self and family, the total cost of which should not exceed one month's salary per year.</p> <p>2. Leave Travel Concession For self, wife & dependent children once in a year as per the rules of the Company. This is further subject to maximum of one month salary which shall be payable for every year.</p> <p>3. Club Fees Club subscription fees for membership of maximum two clubs. This will, however, not include admission fees and life membership fees. This will be further subject to a ceiling of INR 5,000/- per year.</p> <p>4. Provident Fund Participation in a recognized Provident Fund as per rules of the Company and to the extent not taxable under the Income Tax Act, 1961.</p>
<p>CATEGORY B</p> <p>1. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service as per rules of the Company and in terms of applicable laws as amended from time to time.</p> <p>2. Encashment of Leave as per rules of the Company and in terms of applicable laws as amended from time to time.</p>	<p>CATEGORY B</p> <p>1. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service as per rules of the Company and in terms of applicable laws as amended from time to time.</p> <p>2. Encashment of Leave as per rules of the Company and in terms of applicable laws as amended from time to time.</p>
<p>CATEGORY C</p> <p>1. Car with driver and telephone facilities at residence for official purpose.</p>	<p>CATEGORY C</p> <p>1. Car with driver and telephone facilities at residence for official purpose.</p>
<p>*Note: "Family" means the spouse, dependent children and dependent parents.</p>	<p>*Note: "Family" means the spouse, dependent children and dependent parents.</p>

Note:

- 1. Notwithstanding anything to the contrary herein contained, if in any financial year during the currency of his remaining tenure, the Company has no profits or its profit are inadequate, remuneration as fixed above by way of salary, perquisite and other allowances or any contribution thereof shall be the minimum remuneration payable to Mr. Harvinder Pal Singh subject to compliance with provisions contained in schedule V of the Companies Act, 2013.*

In terms of the Nomination and Remuneration Policy of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and considering Mr. Harvinder Pal Singh's, rich and varied experience, the Board of Directors has, at its meeting held on June 15, 2020, approved the re-appointment of Mr. Harvinder Pal Singh as the Chairman cum Managing Director of the Company for further term of five years with effect from October 1, 2020 on the remuneration mentioned above, subject to the applicable provisions of the Companies Act, 2013, the rules made thereunder and the approval of the members on the terms and conditions (including remuneration) as mentioned above, with authority to the Board to alter the terms and conditions including designation and remuneration as it deems fit on the recommendation of Nomination and Remuneration Committee of the Company.

Since Mr. Harvinder Pal Singh is being reappointed for a further term of five years, it will be considered as if there is no break in continuity of his employment with the Company, including for the purposes of calculating any accrued leave, term of service or determining the amount of gratuity or other benefits payable to him.

Mr. Harvinder Pal Singh shall not be subject to retirement by rotation during his tenure as the Chairman cum Managing Director of the Company.

Mr. Harvinder Pal Singh shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof, if constituted, of the Company.

Mr. Harvinder Pal Singh satisfies all the conditions under the Companies Act, 2013 for being eligible for his re-appointment.

The above-mentioned terms may be treated as a written memorandum setting-out the terms of re-appointment of Mr. Harvinder Pal Singh under Section 190 of the Companies Act, 2013.

The disclosures prescribed under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') are provided in Annexure-1 of the Notice.

Except Mr. Harvinder Pal Singh and Mr. Satvinder Singh and their relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution set out at Item No. 6 for approval of the Members.

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

Place: Delhi
Date: June 15, 2020

Adhish Swaroop
Company Secretary & Compliance Officer
ACS:16034

ANNEXURE-1 TO THE NOTICE

PURSUANT TO REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 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:

Name of the Director	Mr. Harvinder Pal Singh	Mr. Anil Kumar Kalra	Mr. Satvinder Singh
DIN	00333754	07361739	00332521
Date of first Appointment on the Board of the Company	October 16, 1990	December 08, 2015	October 16, 1990
AGE	59 Years	64 Years	54 Years
Qualification	A fellow member of ICAI since 1984; Participated in Harvard Business School's Accion program and a leadership program at Wharton Business School	B.Com (H) from Shree Ram College of Commerce, University of Delhi and master's degree in business administration with specialization in finance from Faculty of Management Studies (FMS), Delhi University.	He has a post graduate diploma in Business Management from Institute of Management Technology, Ghaziabad.
Brief Profile/ Nature of Expertise	Mr. HP Singh has over three decades of microfinance experience to his credit and is responsible for pioneering the unique concept of daily collection of repayments of loans. Aside being an expert in lending, particularly in the microfinance field, Mr. Singh also has a wealth of experience across auditing, accounts, project financing, advisory services and company law matters. It is his financial engineering acumen, honed over almost thirty years of experience that has helped SCNL achieve its success in operational strategy and efficiency. Mr. Singh also participated in Harvard Business School's Accion Program on Strategic Leadership for Microfinance in 2009, as well as the leadership program organized by Women's World Banking at Wharton Business School, University of Pennsylvania in 2011. Mr. Singh has been an inspiration right from the very beginning when the company came into being in 1990, till today where he continues to be actively involved in the company's day-to-day operations. Under his leadership, SCNL has grown into one of India's leading microfinance institutions in the North and is poised to further expand its operations across the country.	A qualified professional having more than 32 years of experience in Banking and currently a Professor of finance in the Institute of Technology and Science, Ghaziabad and previously worked as Chief Executive Officer in Financial Services Company, London and as a Senior Vice President in a NBFC engaged in providing financial services including asset financing and debt syndication and other financial services.	He has over 29 years of experience in consumer marketing and finance.

ANNEXURE-1 TO THE NOTICE (Contd.)

Name of the Director	Mr. Harvinder Pal Singh	Mr. Anil Kumar Kalra	Mr. Satvinder Singh
Terms and conditions of re-appointment	As per the resolution at item no. 6 of the Notice convening this meeting read with explanatory statement thereto.	As per the resolution at item no. 5 of the Notice convening this meeting read with explanatory statement thereto.	As per the resolution at item no. 3 of the Notice convening this meeting.
Remuneration last drawn	Refer to Report on Corporate Governance	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, 2020	I. Trishashna Holdings & Investments Private Limited II. Anushna Estates Private Limited III. Niryas Food Products Private Limited IV. UV Associates Private Limited V. Parinita Investments Private Limited VI. Parishek Finance Private Limited VII. Global Social (India) Foundation VIII. Riwaaz Investments Private Limited IX. Satin Creditcare Foundation X. Taraashna Financial Services Limited XI. Satin Media Solutions Limited XII. Taco Consultants Private Limited XIII. Satin (India) Limited XIV. Tomorrows One Global Network Private Limited XV. Satin Housing Finance Limited XVI. Satin Finserv Limited	I. Satin Housing Finance Limited II. Satin Finserv Limited	I. Satin Neo Dimensions Private Limited II. Taco Consultants Private Limited III. Wisteria Holdings & Investments Private Limited
Names of companies in which the person also holds the membership of Committees of the Board as at March 31, 2020	Chairmanship: 1. Satin Creditcare Network Limited-Corporate Social Responsibility Committee 2. Taraashna Financial Services Limited-Corporate Social Responsibility Committee Membership: 1. Satin Creditcare Network Limited-Nomination and Remuneration Committee 2. Satin Finserv Limited- Audit Committee, Risk Management Committee, Nomination and Remuneration Committee 3. Satin Housing Finance Limited-Audit Committee and Nomination and Remuneration Committee	Chairmanship: 1. Satin Creditcare Network Limited-Risk Management Committee 2. Satin Housing Finance Limited-Audit Committee Membership: 1. Satin Creditcare Network Limited- Stakeholders Relationship Committee 2. Satin Housing Finance Limited-Nomination and Remuneration Committee 3. Satin Finserv Limited-Audit Committee, Risk Management Committee and Nomination and Remuneration Committee	Chairmanship: NIL Membership: Satin Creditcare Network Limited- Risk Management Committee and Audit Committee

ANNEXURE-1 TO THE NOTICE (Contd.)

Name of the Director	Mr. Harvinder Pal Singh	Mr. Anil Kumar Kalra	Mr. Satvinder Singh
Shareholding in Satin Creditcare Network Limited	1,55,21,033 Shares (indirectly)	NIL	2,57,011 shares
Relationship between directors inter-se	Mr. Harvinder Pal Singh is brother of Mr. Satvinder Singh, Promoter, Non Executive and Non Independent Director of the Company and other than him he is not related with any Director or Key Managerial Personnel of the Company.	He is not related with any Director or Key Managerial Personnel of the Company.	Mr. Satvinder Singh is brother of Mr. Harvinder Pal Singh, Promoter, Chairman cum Managing Director of the Company and other than him he is not related with any Director or Key Managerial Personnel of the Company.
Number of Meetings of the Board attended during the Financial Year – 2019-20	6 out of 6 Meeting	5 out of 6 Meeting	6 out of 6 Meeting



ANNEXURE – 2

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/ Aadhaar Card is attached.

Date:

Signature of Sole/First holder