



**SATIN CREDITCARE NETWORK LIMITED**

**CIN: L65991DL1990PLC041796**

**Regd. Office: 5<sup>th</sup> Floor, Kundan Bhawan, Azadpur**

**Commercial Complex, Azadpur, Delhi - 110033**

**Corporate Office: Plot No. 492, Udyog Vihar, Phase – III,**

**Gurugram – 122016, Haryana, India**

**Phone: 0124-4715400**

**Website: [www.satincare.com](http://www.satincare.com)**

**Email Id: [secretarial@satincare.com](mailto:secretarial@satincare.com)**

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**POSTAL BALLOT NOTICE**

**[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]**

Dear Member(s),

**NOTICE** is hereby given, pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Companies Act, 2013 (“**Act**”), if any, read with Rules 20 and 22 of the Companies (Management and Administration) Rules (“**Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 20/2020 dated 5<sup>th</sup> May, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021, 20/2021 dated 8<sup>th</sup> December, 2021, 3/2022 dated 5<sup>th</sup> May, 2022, 11/2022 dated 28<sup>th</sup> December, 2022 and latest Circular being, General Circular No. 09/2023 dated 25<sup>th</sup> September, 2023 issued by the Ministry of Corporate Affairs, Government of India (**'MCA Circulars'**), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and all other applicable provisions framed under the Act, (including any statutory modification(s) or enactment(s) or re-enactment(s) thereof for the time being in force) and other applicable provisions, if any, to transact the proposed special business by the Members of Satin Creditcare Network Limited (“**Company**”), by passing resolution appended below, through postal ballot i.e. voting through electronic means only (“**remote e-voting**”).

The remote e-voting facility will be available for the following period:

Commencement of e-voting : **Saturday, 31<sup>st</sup> August, 2024 at 9:00 A.M. (IST)**

End of e-voting : **Sunday, 29<sup>th</sup> September, 2024 at 5:00 P.M. (IST)**

Pursuant to Sections 102, 110 and other applicable provisions of the Act, the statement pertaining to the said resolution, setting out the material facts and the reasons/rationale thereof are appended to this Postal Ballot Notice (“**Notice**”), for your consideration and forms part of this Notice. The Notice is also available on the website of the Company at [www.satincare.com](http://www.satincare.com)

In accordance with Section 101 of the Act read with Rule 18 of the Rules and in compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose e-mail address is registered with the Company/Registrar and Transfer Agent/Depositories and whose names appear in the Register of Members / List of Beneficial Owners as on **Friday, 23<sup>rd</sup> August, 2024 (“Cut-off Date”)**. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

In compliance with the provisions of Sections 108, 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The detailed procedure for remote e-voting forms part of the 'Notes' section to this Notice. The Company has availed the services of Central Depository Services (India) Limited ("CDSL") for facilitating e-voting process.

Members are requested to carefully read the instructions mentioned under the head '**General information and instructions relating to remote e-voting**' in this Notice and record their assent ("FOR") or dissent ("AGAINST") on the proposed resolution, through the remote e-voting process, not later than **5:00 P.M. (IST) on Sunday, 29<sup>th</sup> September, 2024**, failing which it will be considered that no reply has been received from the Member.

The Board of Directors have appointed Mr. Rajeev Bhatia, a Practicing Chartered Accountant (ICAI Membership No. 089018) of M/s Rajeev Bhatia & Associates, as Scrutinizer to conduct the Postal Ballot process through electronic voting only i.e. through remote e-voting process in a fair & transparent manner.

The Scrutinizer will submit his consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman cum Managing Director or the Company Secretary & Chief Compliance Officer of the Company, upon completion of the scrutiny of the votes cast through remote e-voting. The voting results along with Scrutinizer's Report shall be declared on or before **Monday, 30<sup>th</sup> September, 2024**.

The voting results along with the Scrutinizer's Report shall be placed on the website of the Company, viz. [www.satincreditcare.com](http://www.satincreditcare.com) and also on the website of CDSL viz., [www.evotingindia.com](http://www.evotingindia.com) in addition to being communicated to the Stock exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com). The voting results along with the Scrutinizer's Report shall also be displayed on the notice board of the Company at its Registered Office and Corporate Office.

The resolution, as set out herein below, if passed by the requisite majority, shall be deemed to have been passed on the last day of the Postal Ballot remote e-voting period i.e., **Sunday, 29<sup>th</sup> September, 2024**, as if the same have been passed at a General Meeting of the Members convened in that behalf.

#### **Special Business:**

- 1. Appointment of Ms. Jyoti Davar (DIN: 09757889) as Non-Executive & 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, 160, 197, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") read with Companies (Appointment and Qualification of Directors) Rules, 2014 ("**Rules**"), as amended and in terms of applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**SEBI Listing Regulations**"), Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 issued by Reserve Bank of India (including any statutory modification(s) or enactment(s) or re-enactment(s) thereof for the time being in force) or any other law for the time being in force in India, the relevant provisions of Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and that of the Board of Directors ('**the Board**', which term shall also include any Committee thereof), **Ms. Jyoti Davar (DIN: 09757889)**, who was appointed as an Additional Director (Non-Executive & Independent) with effect from July 31, 2024 and who has submitted declaration that she meets the criteria of independence under Section 149(6) of the Act & the rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and has confirmed that she is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India /Ministry of Corporate Affairs or any such statutory authority and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of

the Act proposing her candidature for office of a Director and subject to such necessary approval(s), consent(s) or permission(s), as may be required, be and is hereby appointed as Non-Executive & Independent Director of the Company, not liable to retire by rotation, for a period of 3 (three) years with effect from July 31, 2024 till July 30, 2027 (both days inclusive) at a remuneration upto INR 24,00,000 (Indian Rupees Twenty Four Lakhs only) per annum, in addition to the sitting fees payable as prescribed under the Act.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any Committee of Directors with power to further delegate to or any other Officer(s)/Authorized Representative(s) of the Company to do all such acts, deeds, matters and things and to take necessary steps in the matter as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to the aforesaid resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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

Sd/-  
**Vikas Gupta**  
(Company Secretary & Chief Compliance Officer)  
M. No. A24281

Place: Gurugram  
Date: August 29, 2024

## NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Act setting out the material facts and reasons /rationale thereof in respect of the resolution as set out above is annexed hereto and forms part of this Notice.
2. The Notice containing instructions is being sent by email *only* to all the Members of the Company whose names appear on the Register of Members/list of Beneficial Owners, as received from the Depositories i.e. National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) on **Friday, 23<sup>rd</sup> August, 2024** (hereinafter called as “**Cut- off Date**”). A person who is not a Member as on the Cut-off Date should treat this Notice for informational purposes only.
3. Copy of this Notice will also be made available on the website of the Company i.e. [www.satincare.com](http://www.satincare.com), websites of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively.
4. Once the Member casts his/her vote on the resolution, he/she shall not be allowed to change it subsequently. Voting rights of the Members holding shares, shall have 1 (one) vote per share as shown against their holding in the paid-up equity share of the Company as on the Cut-Off date.
5. In compliance with provisions of Sections 108 and 110 of the Act read with rules made thereunder and Regulation 44 of the SEBI Listing Regulations and SS – 2, the Company is providing e-voting facility to its Members to enable them to cast their votes electronically on the resolution included in this Notice. The Company has appointed Central Depository Services (India) Limited (“CDSL”) (hereinafter called as “CDSL” / “Agency”) for providing and supervising e-voting services, so as to enable the Members to cast their votes electronically instead of physical mode. In terms of the General Circular No.14/2020 dated 8<sup>th</sup> April, 2020 read with General Circular No.17/2020 dated 13<sup>th</sup> April, 2020, General Circular No.03/2022 dated 5<sup>th</sup> May, 2022, General Circular No.11/2022 dated 28<sup>th</sup> December, 2022 and latest Circular being, General Circular No. 09/2023 dated 25<sup>th</sup> September, 2023 issued by the Ministry of Corporate Affairs, Government of India (“MCA Circulars”), voting can be done only by remote e-voting. As the remote e-voting does not require a person to attend to a meeting physically, the members are strongly advised to use the remote e-voting procedure by themselves and not through any other person / proxies.
6. The relevant documents referred to in this Notice and the Explanatory Statement will be available for inspection electronically, during the e-voting period, without any fees by the Members. Members seeking to inspect such documents can send their request to [secretarial@satincare.com](mailto:secretarial@satincare.com) mentioning their Folio No./DP ID and Client ID and the documents they wish to inspect.
7. The Company has designated an exclusive Email ID [secretarial@satincare.com](mailto:secretarial@satincare.com) for redressal of Members complaints/grievances. For any investor related queries, you are requested to write to us at the above Email ID.
8. As per Regulation 40 of SEBI Listing Regulations, securities of listed companies can be transferred only in dematerialized form w.e.f. 1<sup>st</sup> April, 2019. Further, pursuant to SEBI Master Circular dated 7<sup>th</sup> May, 2024, transmission or transposition of securities shall be affected only in dematerialized form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Registrar and Share Transfer Agent i.e. M/s Link Intime India Pvt. Ltd. (“RTA”) at [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in) for assistance in this regard. Members may also refer to “How to Dematerialized Shares” under Investor FAQ on Company’s website <https://satincare.com/investor-relations-satincare/#Other>.

SEBI further vide its circulars dated 7<sup>th</sup> May, 2024 and 10<sup>th</sup> June, 2024 mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details (Postal Address with PIN and Mobile Number), Bank Accounts details and Specimen signature, shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from **1<sup>st</sup> April, 2024**, upon their furnishing all the aforesaid details in entirety. Accordingly, such Members are requested to submit the aforesaid requisite information/documents at the earliest with the RTA of the Company at [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in). The relevant documents for same may be accessed from the Company's website at: <https://satincare.com/investor-relations-satin-creditcare/#Other>.

9. SEBI vide its circulars dated 3<sup>rd</sup> November, 2021, 14<sup>th</sup> December, 2021, 16<sup>th</sup> March, 2023 and 17<sup>th</sup> November, 2023, mandated that with effect from 1<sup>st</sup> April, 2024, dividend to shareholders (holding shares in physical form) shall be paid only through electronic mode. Such payment shall be made only if the folio is KYC complaint i.e. the details of PAN, choice of nomination, contact details, mobile no., complete bank details and specimen signatures are registered. In case of non-updation of KYC in respect of physical folios, dividend shall be paid upon furnishing all the aforesaid details in entirety.
10. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
11. As per the provisions of Section 72 of the Act and SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7<sup>th</sup> May, 2024 read with SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated 10<sup>th</sup> June, 2024, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://satincare.com/investor-relations-satin-creditcare/#Other>. Members are requested to submit the said details to their DPs in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.
12. 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 address with your DPs.
13. 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 DPs and holdings should be verified.

#### **GENERAL INFORMATION AND INSTRUCTIONS RELATING TO REMOTE E-VOTING:**

**Step 1** Access through Depositories CDSL/NSDL e-Voting system in case of individual Member holding shares in demat mode.

**Step 2** Access through CDSL e-Voting system in case of Members holding shares in physical mode and non-individual Member in demat mode.

- (i) The voting period begins on **Saturday, 31<sup>st</sup> August, 2024 at 09.00 A.M. IST** and ends on **Sunday, 29<sup>th</sup> September, 2024 at 05.00 P.M. IST**. During this period, Members' of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off Date i.e. **Friday, 23<sup>rd</sup>**

**August, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its Members', in respect of all Members' resolutions. However, it has been observed that the participation by the public non-institutional Members/retail Members is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the Members.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1 Access through Depositories CDSL/NSDL e-Voting system in case of individual Member holding shares in demat mode.**

- (i) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020** on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
- (ii) Pursuant to abovesaid SEBI Circular, Login method for e-voting **for Individual Members holding securities in Demat mode CDSL/NSDL** is given below:

Type of Members'	Login Method
Individual Members' holding securities in Demat mode with <b>CDSL Depository</b>	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p>

	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Members' holding securities in demat mode with NSDL Depository</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" "Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Members' (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Members holding securities in demat mode for any technical issues**

**related to login through Depository i.e. CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Members’ holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Members’ holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022-4886 7000 and 022-2499 7000

**Step 2. Access through CDSL e-Voting system in case of Members’ holding shares in physical mode and non-individual Members in demat mode.**

(i) Login method for Remote e-voting for **Physical Members and Members other than individual holding in Demat form.**

- 1) The Members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Members” module.
- 3) 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.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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 e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical Members and other than individual Members holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat Members as well as physical Members) <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 sent by Company/RTA or contact Company/RTA.</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.</li> </ul>

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) 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.

- (iv) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) 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.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **Additional Facility for Non – Individual Members and Custodians –For Remote Voting only.**
  - Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](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 will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, 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 Members are required mandatory 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; [rajivbhatia251@gmail.com](mailto:rajivbhatia251@gmail.com) and [secretarial@satincare.com](mailto:secretarial@satincare.com) respectively, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE MEMBERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. **For Physical Members** - please provide necessary details like Folio No., Name of Member, 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@satincare.com/delhi@linkintime.co.in](mailto:secretarial@satincare.com/delhi@linkintime.co.in).

2. **For Demat Members** - Please update your email id & mobile no. with your respective Depository Participant (DP).

3. **For Individual Demat Members** – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> 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 at toll free no. 1800 22 55 33.

By order of the Board of Directors  
For **Satin Creditcare Network Limited**  
Sd/-  
**Vikas Gupta**  
(Company Secretary & Chief Compliance Officer)  
M. No. A24281

**Place: Gurugram**  
**Date: August 29, 2024**

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE ACT**

**As required under Section 102 of the Act (including any statutory modification(s) thereto or enactment(s) or re-enactment(s) made thereunder, if any, for the time being in force, as amended from time to time), the following explanatory statement sets out all material facts relating to the business mentioned under Item no. 1 of the accompanying Notice -**

### **ITEM NO. 1**

Pursuant to the applicable provisions of the Companies Act 2013 (“Act”) (including any amendment(s) / modification(s) or enactment(s) or re-enactment(s) made thereunder, if any, for the time being in force, as amended from time to time) and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 issued by Reserve Bank of India and Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on July 31, 2024 had appointed Ms. Jyoti Davar (DIN: 09757889) as an Additional Director (Non-Executive & Independent), subject to the approval of Members of the Company, not be liable to retire by rotation, for a period of 3 (three) years commencing from July 31, 2024 to July 30, 2027 at a remuneration upto INR 24,00,000 (Indian Rupees Twenty Four Lakhs only) per annum, in addition to the sitting fees payable as prescribed the Act.

Further, the Company has received all the requisite disclosures from Ms. Jyoti Davar with respect to her appointment as Non- Executive & Independent Director. Basis the declarations received from Ms. Jyoti Davar under Section 149(6) of the Act & Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, that she fulfills the criteria of independence and has confirmed that she is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India /Ministry of Corporate Affairs or any such statutory authority and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of a Director. Details of her profile, qualification, experience, expertise and the information pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings are disclosed herein below.

In terms of Regulation 25(8) of the SEBI Listing Regulations, Ms. Jyoti Davar has confirmed that she is not aware of any circumstance or situation, which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as a Non-Executive & Independent Director without any external influence. Further, she is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of Director by virtue of any SEBI order or any other such authority and has successfully registered herself in the Independent Director’s data bank maintained by Indian Institute of Corporate Affairs.

The Board of Directors believes that appointment of Ms. Jyoti Davar will be of immense benefit to the Company. Accordingly, approval of Members is sought by way of a Special Resolution to appoint Ms. Jyoti Davar (DIN: 09757889) as Non-Executive & Independent Director on the Board of the Company for a term of 3 (three) years *w.e.f.* July 31, 2024 till July 30, 2027.

None of the other Directors/ Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested financially or otherwise, in the proposed Resolution.

The Board recommends the resolution as mentioned at item no. 1 above for approval of the Members by way of a Special Resolution.

**Details of Director seeking appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards:**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
1	Name & Age of the Director	Jyoti Davar, Age - 57 Years
2	Director Identification Number (DIN)	09757889
3	Date of Birth	29-07-1967
4	Qualification	Master in Business Economics
5	Brief resume, Experience and expertise in specific functional areas	<p>Ms. Jyoti Davar is a business economist and a seasoned industry leader with nearly three decades of work experience with apex Indian industry associations. Through the years, she worked across multiple sectors and with a large set of stakeholders on policy and business issues. She is currently responsible for overseeing the operations of FICCI including its outreach to members of Indian industry across sectors and regions.</p> <p>She regularly interfaces with senior government officials, multilateral organisations and industry leaders on large number of economic issues and projects. She has contributed to several policy initiatives of the government aimed towards enhancing the ease of doing business in the country and improving the competitiveness of Indian industry. She has been part of government committees on various subjects and has handled numerous projects with multilateral organisations. She also contributes to the investment promotion activities of the government.</p> <p>Prior to her appointment as the Director General, she had led teams looking after multiple areas including economic affairs, financial services, corporate laws, corporate governance, taxation, manufacturing, agriculture, small and medium enterprises amongst others. Besides policy areas, she has also worked in institutionalizing important centres of excellence at FICCI such as the FICCI-Aditya Birla Centre for CSR and the FICCI Centre for Sustainability Leadership.</p> <p>Ms. Jyoti Davar is an alumna of the Shri Ram College of Commerce, University of Delhi and Department of Business Economics, University of Delhi.</p>
6	Disclosure of relationships between directors inter-se	Nil
7	Listed companies (other than Satin Creditcare Network Limited) in which Ms. Jyoti Davar holds directorship and committee membership	One (1), R R Kabel Limited

8	Companies (other than Satin Creditcare Network Limited) in which Ms. Jyoti Davar holds directorships and Committee membership in these companies	Ms. Jyoti Davar holds directorship in the following companies: <ul style="list-style-type: none"> <li>• R R Kabel Limited; and</li> <li>• Walter Infra Manager Private Limited</li> </ul>
9	Names of the Listed Entities from which the appointee has resigned in the past three years	Nil
10	Shareholding in the Company (including beneficial ownership)	Nil
11	Date of first appointment on Board, last drawn remuneration and number of board meetings attended	Ms. Jyoti Davar was appointed as an Additional Director (Non-Executive & Independent) by the Board of Directors w.e.f 31 <sup>st</sup> July, 2024.
12	Chairman/ Member of the Committee of the Board of Director of the Company	Nil
13	Terms and conditions of appointment along with details of remuneration sought to be paid	As per resolution of this Notice read with explanatory statement thereto.