


SATIN CREDITCARE NETWORK LIMITED

CIN: L65991DL1990PLC041796

Regd. Office: 5th 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.satincreditcare.com
Email Id: secretarial@satincreditcare.com

NOTICE

NOTICE is hereby given that the 35th (Thirty-fifth) Annual General Meeting ("AGM") of Members of **Satin Creditcare Network Limited ("the Company")** will be held on Thursday, August 7, 2025 at 11.00 A.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), to transact the following businesses:

ORDINARY BUSINESS:

1. Adoption of Financial Statements and Reports of the Board of Directors and Auditors

To receive, consider and adopt the Audited Standalone Financial Statements and Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 and Reports of the Board of Directors of the Company and Auditors thereon.

2. Re-Appointment of Director

To appoint a Director in place of **Mr. Satvinder Singh (DIN: 00332521)**, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Secretarial Auditors

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

"RESOLVED THAT pursuant to provisions of Section 204 and all other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, as amended and in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or enactment(s) or re-enactment(s) thereof, for the time being in force) and based on recommendation of Audit Committee and Board of Directors, M/s DPV & Associates LLP (Firm Registration No. L2021HR009500), having a valid Peer Review Certificate, be and are hereby appointed as Secretarial Auditors of the Company for a continuous period of 5 (five) consecutive years commencing from

April 1, 2025 till March 31, 2030, at such remuneration as may be determined by the Board of Directors, on recommendation of the Audit Committee, in consultation with the Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, and to take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

4. Appointment of Mr. Ashok Kumar Sharma (DIN: 05276443) 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 provisions of Sections 149, 150, 152, 160, 197, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") read with Rules framed thereunder (including any statutory modification(s) or enactment(s) or re-enactment(s) thereof, for the time being in force) and in terms of applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**SEBI LODR Regulations**"), Master Direction Reserve Bank of India (Non-Banking Financial Company Scale Based Regulation) Directions, 2023 and Articles of Association of the Company and Nomination & Remuneration Policy, based on recommendation of the Nomination and Remuneration Committee and the Board of Directors ("**Board**"), **Mr. Ashok Kumar Sharma (DIN: 05276443)**, who was appointed as an Additional Director (Non-Executive & Independent) w.e.f. June 27, 2025 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act & Rules framed thereunder and Regulation 16(1)(b) of SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his 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

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appointed as Non-Executive & Independent Director of the Company, not liable to retire by rotation, on such terms and conditions, including remuneration by way of commission for an amount of INR 24,00,000 (Indian Rupees Twenty Four Lakhs only) per annum, in addition to the sitting fees payable as prescribed under the Act, for a period of 3 (three) consecutive years w.e.f. June 27, 2025 till June 26, 2028 (both days inclusive).

RESOLVED FURTHER THAT the Board be and is hereby authorized 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 including delegation of all or any of its powers to any Committee of Directors with power to further delegate to any other Officer(s)/Authorized Representative(s) of the Company, 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 Members or otherwise to the end and intent that Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

5. Appointment of Mr. Anupam Kunal Gangaher (DIN: 11172548) 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 provisions of Sections 149, 150, 152, 160, 197, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rules framed thereunder (including any statutory modification(s) or enactment(s) or re-enactment(s) thereof, for the time being in force) and in terms of applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**SEBI LODR Regulations**"), Master Direction Reserve Bank of India (Non-Banking Financial Company Scale Based Regulation) Directions, 2023 and Articles of Association of the Company and Nomination & Remuneration Policy, based on recommendation of Nomination and Remuneration Committee and Board of Directors ("**Board**"), **Mr. Anupam Kunal Gangaher (DIN:11172548)**, who was appointed as an Additional Director (Non-Executive & Independent) w.e.f. June 27, 2025 and who has submitted declaration that he meets the criteria of independence under Section 149(6) of the Act & Rules framed thereunder and Regulation 16(1) (b) of SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a

Member under Section 160(1) of the Act proposing his 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, on such terms and conditions, including remuneration by way of commission for an amount of INR 24,00,000 (Indian Rupees Twenty Four Lakhs only) per annum, in addition to the sitting fees payable as prescribed under the Act, for a period of 3 (three) consecutive years w.e.f. June 27, 2025 till June 26, 2028 (both days inclusive).

RESOLVED FURTHER THAT the Board be and is hereby authorized 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 including delegation of all or any of its powers to any Committee of Directors with power to further delegate to any other Officer(s)/Authorized Representative(s) of the Company, 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 Members or otherwise to the end and intent that Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

6. Re-appointment of Dr. 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 a **Special Resolution**:

"RESOLVED THAT pursuant to provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and in terms of applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), Master Direction Reserve Bank of India (Non-Banking Financial Company Scale Based Regulation) Directions, 2023 (including any statutory modification(s) or enactment(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association and Nomination and Remuneration Policy of the Company and all applicable regulations or guidelines, if any, as amended from time to time and subject to such necessary approval(s), consent(s) or permission(s), as may be required and based on recommendation of Audit Committee and Nomination

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and Remuneration Committee and Board of Directors of the Company ("**Board**"), consent of Members of the Company be and is hereby accorded to re-appoint Dr. Harvinder Pal Singh (DIN: 00333754) as Chairman cum Managing Director of the Company for a further term of 5 (five) consecutive years w.e.f. October 1, 2025 to September 30, 2030, on such terms and conditions (including remuneration) as set out in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT notwithstanding anything contained herein above, where in any financial year during the tenure of his appointment, the Company has no profit or its profit are inadequate, remuneration as set out in the Explanatory Statement, shall be the minimum remuneration payable to Dr. Harvinder Pal Singh, subject to requirements of applicable laws and Regulations, as amended from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized 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 including delegation of all or any of its powers to any Committee of Directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company, 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 Members or otherwise to the end and intent that Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

7. Issuance 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 special resolution passed at 34th Annual General Meeting of Members of the Company held on August 9, 2024 and pursuant to provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s), or enactment(s) or re-enactment(s) thereof, for the time being in force), the rules, regulations, guidelines, notifications, clarifications and circulars, if any, prescribed by

the Government of India, all applicable regulations, directions, guidelines, circulars and notifications of the Reserve Bank of India ("**RBI**"), Securities and Exchange Board of India ("**SEBI**"), including Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, master circular issued by SEBI bearing reference number SEBI/HO/DDHS/PoD1/P/CIR/2024/54 dated May 22, 2024 on "*Master Circular for issue and listing of Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper*", the Reserve Bank of India (Non-Banking Financial Company Scale Based Regulation) Directions, 2023 issued by the RBI, each as amended, modified, or restated from time to time, and all other rules, regulations, guidelines, notifications, clarifications and circulars, if any, issued by any statutory/regulatory authority, as may be applicable and Memorandum of Association and Articles of Association of the Company and subject to such consents, approvals, permissions and sanctions of the concerned statutory and regulatory authorities, if any and to the extent necessary, consent of 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 / to be constituted by the Board to exercise its powers including the powers conferred under this resolution) to issue, and to offer and/or give invitation(s) to any category of investors, eligible to invest in the NCDs (including qualified institutional buyers) as may be determined by the Board to subscribe to, non-convertible debentures ((a) listed or unlisted (to the extent permitted under applicable law), (b) senior secured, (c) senior unsecured, (d) unsecured, (e) subordinated, (f) any others (as may be determined, including without limitation, market linked debentures and perpetual debt instruments)) ("**NCDs**") on a private placement basis, in 1 (one) or more series or tranches, from time to time, for a period of 1 (one) year from the date of passing of this resolution, provided that the outstanding principal amounts of all such NCDs at any time during the aforesaid period of 1 (one) year shall not collectively exceed an overall limit of up to INR 5,000 Crore (Indian Rupees Five Thousand Crore Only) ("**Limit**"), which Limit shall be subject to overall borrowing limits of the Company, as approved by the Members of the Company from time to time under Section 180(1)(c) of the Act, on such terms and conditions including the price, coupon, premium/

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discount, tenor, etc. and at such times whether at par/premium/discount, as may be determined by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to determine the terms of issue of NCDs including but not limited to determining size, issue price, coupon, premium/discount, timing, tenure, listing (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 as deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred herein to any committee authorized by the Board or any Director(s) or Executive(s)/Officer(s) of the Company."

8. APPROVAL OF BORROWING POWERS OF THE COMPANY

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

"RESOLVED THAT in supersession of special resolution passed at 29th Annual General Meeting of Members of the Company held on July 6, 2019 and pursuant to provisions of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 ("**Act**") & Rules framed thereunder, as amended from time to time, and in accordance to applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (including any statutory modification(s) or enactment(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company, consent of Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall include any committee constituted / to be constituted by the Board to exercise its powers including the powers conferred under this resolution), to raise or borrow from time to time such sum or sums as they may deem appropriate in one or more tranches for the purposes of the Company notwithstanding that the monies already borrowed and the monies to be borrowed (apart from temporary loans obtained from Company's bankers in the ordinary course of business)

will exceed the paid-up share capital, free reserves and securities premium of the Company not set apart for any specific purpose provided that the total amount upto which monies may be borrowed by the Board of Directors shall not exceed INR 15,000 Crore (Indian Rupees Fifteen Thousand Crore only) at any time.

RESOLVED FURTHER THAT the Board be and is hereby authorized, for and on behalf of the Company, to finalize, settle and execute such documents/deeds/writings/papers/agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary to give effect to the above resolution."

9. CREATION OF CHARGES ON MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE, IN RESPECT OF BORROWINGS

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

"RESOLVED THAT in supersession of special resolution passed at 29th Annual General Meeting of the Members of the Company held on July 6, 2019 and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") & Rules framed thereunder and in accordance to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (including any statutory modification(s) or enactment (s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company, consent of Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall include any committee constituted / to be constituted by the Board to exercise its powers including the powers conferred under this resolution) to pledge, mortgage and/or charge on all or any part of Movable or Immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a fixed or floating charge on all or any Movable or Immovable properties of the Company and the whole of the undertaking of the Company to or in favour of Banks, Financial Institutions, any other Lenders or Debenture Trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the Principal together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the maximum extent of the indebtedness secured by the properties of

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the Company does not exceed INR 15,000 Crore (Indian Rupees Fifteen Thousand Crore Only) at any time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize, settle and execute such

documents/deeds/writings/papers/agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary to give effect to the above resolution."

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

Sd/-
(Vikas Gupta)

Company Secretary & Chief Compliance Officer
Membership No. ACS24281

Place: Gurugram

Date: June 27, 2025

NOTES:

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

Information pursuant to provisions of Regulation 36(3) and 36(5) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**") for Item Nos. 2 to 6, is annexed as **Annexure-1** to this notice.

2. The Ministry of Corporate Affairs ("**MCA**") had issued General Circulars bearing Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 28/2020 dated August 17, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, and latest being General Circular No. 09/2024 dated September 19, 2024 (*hereinafter collectively referred to as "MCA Circulars"*) and any other circulars / updates/ thereto, if any, issued by the Ministry of Corporate Affairs read with Circular number SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, Circular number SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/PoD- 2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD- 2/P/CIR/2023/167 dated October 7, 2023, latest being SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 and other circulars, if any, issued in this regard by Securities and Exchange Board of India ("**SEBI**") (*hereinafter collectively referred to as "SEBI Circulars"*), companies are permitted to conduct the Annual General Meeting which are due in the year 2025 through Video Conferencing / Other Audio Visual Means ("**VC**" / "**OAVM**") without the physical presence of Members at a common venue on or before September

30, 2025, in compliance with provisions of the Act, SEBI LODR Regulations, MCA Circulars and SEBI Circulars. Hence, in accordance with provisions of the Act, SEBI LODR Regulations, MCA Circulars and SEBI Circulars, the Annual General Meeting ("**AGM**") of Members of the Company is scheduled to be held through VC /OAVM facility on Thursday, August 7, 2025 at 11.00 A.M. (IST). Hence, Members can attend and participate in the 35th AGM through VC / OAVM only. In accordance with Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India ("**ICSI**") read with guidance/ clarification dated April 15, 2020, the proceedings of AGM shall be deemed to be conducted at the Registered Office of the Company which shall be deemed venue of the AGM. The detailed procedure for participating in the meeting through VC / OAVM is appended herewith and also available at the Company's website www.satincreditcare.com.

3. Pursuant to provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to MCA Circulars and SEBI Circulars, through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of the AGM are not annexed to this AGM Notice.
4. Institutional Investors / Corporate Members (i.e., other than individuals, HUF, NRI etc.) intending to appoint their authorised representative(s) pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC/OAVM and to vote through remote e-Voting or e- Voting during the AGM are requested to send a certified copy of the Board Resolution / Power of Attorney / Authority Letter etc. to the Scrutinizer by e-mail at rajeev@rajeevbhatiaassociates.com with

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a copy marked to helpdesk.evoting@cdslindia.com Institutional Investors / Corporate Members (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under the "e-Voting" tab in their login.

5. The Company has fixed **Thursday, July 31, 2025** as the '**Cut-off Date**' for determining eligibility of Members who will be eligible to attend and vote at the Meeting. 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**") as on Cut-Off Date shall be entitled to vote on the resolutions set forth in this Notice.
6. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:
 - a) **For shares held in electronic form:** to their Depository Participants (DPs);
 - b) **For shares held in physical form:** to the Company / Company's Registrar and Share Transfer Agents, M/s MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) ("**RTA**") in prescribed Form ISR-1 and other forms pursuant to Securities and Exchange Board of India ("**SEBI**") Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021. The Company has sent letters to the members about which folios are incomplete for furnishing the required details under aforesaid SEBI Circular. Members may also refer to Frequently Asked Questions ("**FAQs**") under "**Updation of KYC Details & Compulsory Issue of Shares in Dematerialized Form**" under Investor FAQ on Company's website <https://satincreditcare.com/investor-relations-satin-creditcare/#Other>.
7. As per Regulation 40 of SEBI LODR Regulations and SEBI Notification dated January 24, 2022, securities of listed companies can be transferred only in dematerialized form. Further, pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, it has been mandated that

the listed companies, while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of security certificates/folios and transmission of securities, shall be effected only in dematerialised 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 convert their shareholdings to dematerialized form by submitting a duly filled and signed Form ISR – 4, the format of which is available under "**Updation of KYC Details & Compulsory Issue of Shares in Dematerialized Form**" under Investor FAQ on Company's website <https://satincreditcare.com/investor-relations-satin-creditcare/#Other>. Members can contact the RTA at delhi@in.mpms.mufig.com for assistance in this regard.

Effective April 1, 2024, SEBI has mandated that the Members, who hold shares in physical mode and whose folios are not updated with any of the KYC details viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature, shall be eligible to get dividend interest or redemption in respect of such folios only in electronic mode.

However, SEBI vide its Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, removed freezing of Demat Account for non-submission of "Choice of Nomination" for receipt of payment of corporate benefits and service of physical folios. Although, such Members are requested to submit the aforesaid requisite information/documents at the earliest with RTA of the Company at delhi@in.mpms.mufig.com. The relevant documents for same may be accessed from the Company's website at: <https://satincreditcare.com/investor-relations-satin-creditcare/#Other>.

In this regard, the Company has sent intimation/reminder through postal service to Members (holding shares in physical form), to update their KYC details along with "**Choice of Nomination**" with RTA.

8. If a Member desires to opt out or cancellation / variation in 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://satincreditcare.com/investor-relations-satin-creditcare/#Other>.

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Members are requested to submit the said details to their Depository Participants in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form. Further, relevant FAQs published by SEBI on its website can be viewed at the following link: https://www.sebi.gov.in/sebi_data/faqfiles/sep-2024/1727418250017.pdf.

9. 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. Request for consolidation of share certificates shall be processed in dematerialized form.
10. Notice of 35th AGM along with interated Annual Report for the financial year 2024-25 are being sent through electronic mode to all Members of the Company, whose names appear on the Register of Members / record(s) of Depositories as on **Friday, July 4, 2025**. A person who is not a member as on cut-off date should treat this Notice for information purpose only.
11. **ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF E-MAIL ADDRESSES:**

In accordance with the guidelines issued under the MCA Circulars and SEBI Circulars, in relation to owing the difficulties involved in dispatching of physical copies of the financial statements (including Directors' Report, Auditor's Report or other Statutory Reports) including other Statutory statements/documents including the Notice of 35th AGM are being sent in electronic mode to Members whose e-mail addresses are registered with the Company or the Depository Participant(s), unless any Member has requested for a physical copy of the same.

Additionally, pursuant to SEBI Notification No. SEBI/LAD-NRO/GN/2024/218 dated December 12, 2024 the Company shall dispatch a "Letter" with web-link and exact path to access full Annual Report for the financial year 2024-25 to Members and holder of non-convertible securities, who have not registered their email address with the RTA. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website www.satincreditcare.com, 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 and on the website of Central Depository Services (India) Limited ("CDSL") www.evotingindia.com

12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act, certificate from the Secretarial Auditors of the Company certifying that the ESOP Scheme have been implemented in accordance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and all the documents referred to in the Notice and Explanatory Statements, shall be available for inspection at the Registered Office and Corporate Office of the Company on all working days between 11:00 A.M. to 1:00 P.M. from the date of circulation of this Notice and up to the date of this 35th AGM. Members seeking to inspect such documents can send an e-mail to secretarial@satincreditcare.com.
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 DPs.
14. Members holding Equity Shares as on cut-off date shall have one vote per share as shown against their holding.
15. 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.
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 to conduct 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. The Company is providing e-voting facility to its Members to enable them to cast their votes electronically on the resolutions included in this Notice. The Company has appointed Central Depository Services (India) Limited ("CDSL/Agency") for providing and supervising e-voting services, so as to enable the Members to cast their votes electronically instead of physical mode.

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18. SEBI vide its Circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023 has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. The regulatory norms regarding the same were consolidated vide SEBI Master Circular dated August 11, 2023 which was further updated on December 28, 2023. Pursuant to Master Circular, investors shall first take up a grievance with the Company directly, and escalate the same through the SCORES Portal and if still not satisfied with the outcome after exhausting all available options, investors can initiate dispute resolution through ODR Portal at <https://smartodr.in/login>. Link of ODR Portal is also available on the homepage of Company's website at <https://www.satincreditcare.com/investor-relations-satin-creditcare/#Other>.

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

1. Pursuant to provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI LODR Regulations 2015, as amended, and MCA Circulars and SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has availed services from 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.
2. The Members of the Company holding shares either in physical form or in electronic form as on the cut-off date i.e. **Thursday, July 31, 2025**, can join the AGM through the VC/OAVM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1,000 members on first come first served basis. This will not include large Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson(s) 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.

3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
4. Pursuant to MCA Circulars and SEBI Circulars, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM. However, in pursuance of Sections 112 and 113 of the Act, 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/OAVM and cast their votes through e-voting.
5. In line with MCA Circulars and SEBI Circulars, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.satincreditcare.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.
6. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Act read with the MCA Circulars and SEBI Circulars.

THE INSTRUCTIONS OF MEMBERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual Members 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 Members in demat mode.

- (i) The remote e-voting period begins on **Monday, August 4, 2025 (9:00 A.M. IST)** and ends on **Wednesday, August 6, 2025 (5:00 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. **Thursday, July 31, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Members who have already voted prior to the AGM date would not be entitled to vote during the AGM.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, and

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Regulation 44 of SEBI LODR Regulations, 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 Members holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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 numbers and email IDs in their demat accounts in order to access e-Voting facility.

Pursuant to aforesaid SEBI Circulars, Login method for e-Voting and joining virtual meetings **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 CDSL	<ol style="list-style-type: none"> 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi tab. 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 or joining virtual meeting & voting during the meeting. 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. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & new System Myeasi Tab and then click on registration option or can directly access through the following link https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Members holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e- Services website of NSDL. Open web browser by typing URL: https://eservices.nsdl.com 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

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Type of Members	Login Method
	<p>see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing URL: https://www.evoting.nsdl.com/ 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 'Members'/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held 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 or joining virtual meeting & voting during the meeting.</p>
Individual Members (holding securities in demat mode) login through their Depository Participants (DP)	<p>1) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>2) 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.</p> <p>3) 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 or joining virtual meeting & voting during the meeting.</p>

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

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Members holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Members holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in 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.

- (v) Login method for e-Voting and joining virtual meetings 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.
 - 2) Click on "Members" module.
 - 3) Now enter your User ID as per below:
 - 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 and voted on an earlier e-voting of any company, then your existing password is to be used.

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- 6) If you are a first-time user follow the steps given below:

For Physical Members and other than individual Members holding shares in Demat

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat Members as well as physical Members)</p> <ul style="list-style-type: none"> 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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).

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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 also to be 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.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the "EVSN" for the relevant **Satin Creditcare Network Limited** on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) **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 and register themselves in the "Custodian / Corporate Members" 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 Members 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; rajeev@rajeevbhatiaassociates.com and secretarial@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.

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INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVEN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Members who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Members are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further, Members will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance i.e. on or before July 25, 2025 mentioning their name, demat account number/folio number, email id, mobile number at secretarial@satincare.com. The Members who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at secretarial@satincare.com. These queries will be replied by the Company suitably by email / during the meeting.
8. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those Members, who are present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-Voting and otherwise are not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

10. If any vote casted by the Members through the e-voting available during the AGM and if the same Members have not participated in the meeting through VC/OAVM facility, then the votes casted by such Members shall be considered invalid as the facility of e-voting during the meeting is available only to the Members attending the meeting.

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), AADHAAR (self-attested scanned copy of Aadhar Card) by email to secretarial@satincare.com / swapann@in.mpms.mufig.com.
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 & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to 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, Assistant Vice President, 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 at toll free no. 1800 22 55 33.

The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.satincare.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**

Sd/-

(Vikas Gupta)

Company Secretary & Chief Compliance Officer
Membership No. ACS24281

Place: Gurugram
Date: June 27, 2025

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

The following statement sets out all material facts relating to the Business(es) mentioned in the Notice.

ITEM NO. 3

Pursuant to provisions of Section 204 of the Companies Act, 2013 ("**Act**") and rules framed thereunder, *every listed company is required to annex with its Board's Report, a secretarial audit report, issued by a Practicing Company Secretary*. In this regard, the Board of Directors ("**Board**") of the Company at its meeting held on June 24, 2024 had appointed M/s S. Behera & Co., as Secretarial Auditors of the Company for the Financial Year 2024–25. However, M/s S. Behera & Co., had expressed its unwillingness to continue as Secretarial Auditor of the Company due to other professional pre-occupations, necessitating the appointment of new Secretarial Auditors.

In view of above and pursuant to provisions of newly amended Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**") and based on recommendation of Audit Committee and subject to approval of Members at ensuing Annual General Meeting, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence among others, the Board at its meeting held on May 7 2025, approved appointment of M/s. DPV & Associates LLP, Peer-Reviewed Practicing Company Secretaries Firm, as Secretarial Auditors of the Company, for a term of 5 (five) consecutive years viz. commencing from April 1, 2025, to March 31, 2030, at a remuneration of INR 1.75 Lakhs for financial year 2025-26 plus out of pocket expenses, if any, incurred during the course of audit. The remuneration for subsequent financial years during the tenure of its appointment, shall be decided by the Board, on recommendation of Audit Committee, in consultation with the Secretarial Auditors.

M/s DPV & Associates LLP was established by Mr. Devesh Vasisht, Fellow Member of Institute of Company Secretaries of India and having experience of over 17 years with wide and extensive experience in Secretarial Audit, Corporate Governance Services, IPO advisory & Due Diligence, Legal Drafting, Opinions, Corporate Restructuring, Related Party Transactions, Handling the Technical Scrutiny and Inspection, Compounding, Advising clients on SEBI & Stock Exchange related matters.

M/s DPV & Associates LLP have provided their written consent to act as Secretarial Auditors of the Company and submitted necessary peer review certificate and other requisite disclosures/declarations in accordance with

provisions of Regulation 24A of the SEBI LODR Regulations, 2015 and Section 204 of the Act and rules framed thereunder. The services to be rendered by M/s DPV & Associates LLP as Secretarial Auditors is within the purview of the said Regulation read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

None of the Directors and/or Key Managerial Personnel and/or their respective relatives are concerned or interested financially or otherwise, in this resolution.

The Board recommends the resolution as set out in Item No. 3 of the accompanying Notice for the approval of the Members by way of an Ordinary Resolution.

ITEM NO. 4

Based on recommendation of Nomination and Remuneration Committee ("**NRC**"), subject to the approval of Members of the Company, the Board of Directors of the Company ("**Board**") at its meeting held on June 27, 2025, appointed **Mr. Ashok Kumar Sharma (DIN: 05276443)** as an Additional Director (Non-Executive & Independent), for a period of 3 (three) consecutive years w.e.f. June 27, 2025 till June 26, 2028, on such terms and conditions, including remuneration, by way of commission, for an amount of INR 24,00,000 (Indian Rupees Twenty Four Lakhs only) per annum, in addition to the sitting fees payable under Section 197(5) of the Act and that during the said tenure, Mr. Ashok Kumar Sharma shall not be liable to retire by rotation.

The Company has received all statutory declarations/disclosures from Mr. Ashok Kumar Sharma including:

- (i) Consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014;
- (ii) Intimation in Form DIR 8 confirming that he is not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) Notice of interest or concern a Director has in other companies, bodies corporate, firms, or associations of individuals, including shareholding details in Form MBP-1 under Section 184 of the Act;
- (iv) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**").
- (v) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018 that he has not been debarred from accessing capital market or disqualified/restrained from holding or being appointed or continuing as Director by SEBI/ Ministry of Corporate Affairs or any such statutory authority;

Notice (Contd.)

- (vi) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as Non-Executive & Independent Director of the Company without any external influence as required under Regulation 25(8) of the SEBI LODR Regulations; and
- (vii) Declaration w.r.t. 'Fit and Proper Criteria' prescribed by the Reserve Bank of India (RBI) in accordance with the "Master Direction -Reserve Bank of India (Non-Banking Financial Company- Scale Based Regulation) Directions, 2023.

Further, the Company has received a notice in writing under Section 160(1) of the Act from a Member, proposing his candidature for office of Director.

The Board is of opinion that Mr. Ashok Kumar Sharma's academic background, experience, knowledge and expertise are aligned to the role and capabilities identified by NRC and that he is eligible for appointment as a Non-Executive & Independent Director. Accordingly, approval of Members is being sought to appoint Mr. Ashok Kumar Sharma (DIN: 05276443) as Non- Executive & Independent Director of the Company, for a period of 3 (three) consecutive years w.e.f. effect from June 27, 2025 till June 26, 2028.

Details of his profile, qualification, experience, expertise and the information pursuant to Regulation 36(3) of the SEBI LODR Regulations and Secretarial Standard-2 on General Meetings issued by institute of Company Secretaries of India are disclosed herein below.

None of 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, except the appointee.

The Board recommends the resolution as mentioned at item no. 4 above for approval of Members of the Company, by way of Special Resolution.

ITEM NO. 5

Based on recommendation of Nomination and Remuneration Committee ("NRC"), subject to the approval of Members of the Company, the Board of Directors of the Company ("Board") at its meeting held on June 27, 2025, appointed **Mr. Anupam Kunal Gangaher (DIN: 11172548)** as an Additional Director (Non-Executive & Independent), for a period of 3 (three) consecutive years w.e.f. June 27, 2025 till June 26, 2028 on such terms and conditions, including remuneration, by way of commission, for an amount of INR 24,00,000 (Indian Rupees Twenty Four Lakhs only) per annum, in addition to the sitting fees payable under Section

197(5) of the Act and that during the said tenure, Mr. Anupam Kunal Gangaher, shall not be liable to retire by rotation.

The Company has received all statutory declarations/ disclosures from Mr. Anupam Kunal Gangaher including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014;
- (ii) Intimation in Form DIR 8 confirming that he is not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) Notice of interest or concern a Director has in other companies, bodies corporate, firms, or associations of individuals, including shareholding details in Form MBP-1 under Section 184 of the Act;
- (iv) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 ("SEBI LODR Regulations");
- (v) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018 that he has not been debarred from accessing capital market or disqualified/restrained from holding or being appointed or continuing as Director by SEBI/ Ministry of Corporate Affairs or any such statutory authority;
- (vi) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as Non-Executive & Independent Director of the Company without any external influence as required under Regulation 25(8) of the SEBI LODR Regulations; and
- (vii) Declaration w.r.t. 'Fit and Proper Criteria' prescribed by the Reserve Bank of India (RBI) in accordance with the "Master Direction -Reserve Bank of India (Non-Banking Financial Company- Scale Based Regulation) Directions, 2023.

Further, the Company has received a notice in writing under Section 160(1) of the Act from a Member, proposing his candidature for office of Director.

The Board is of opinion that Mr. Anupam Kunal Gangaher's academic background, experience, knowledge and expertise are aligned to the role and capabilities identified by NRC and that he is eligible for appointment as a Non-Executive & Independent Director. Accordingly, approval of Members is being sought to appoint Mr. Anupam Kunal Gangaher (DIN: 11172548) as Non- Executive & Independent Director of the

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Company, for a period of 3 (three) consecutive years w.e.f. June 27, 2025 till June 26, 2028.

Details of his profile, qualification, experience, expertise and information pursuant to Regulation 36(3) of the SEBI LODR Regulations and Secretarial Standard-2 on General Meetings issued by institute of Company Secretaries of India are disclosed herein below.

None of 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, except the appointee.

The Board recommends the resolution as mentioned at item no. 5 above for approval of Members of the Company by way of Special Resolution.

ITEM NO. 6

The Members of the Company had, at 30th Annual General Meeting ("AGM") held on August 5, 2020, approved re-appointment of Dr. Harvinder Pal Singh, as Chairman cum Managing Director of the Company for a period of 5 (five) consecutive years commencing from October 1, 2020 till September 30, 2025.

Additionally, based on recommendation of Nomination and Remuneration Committee and Board of Directors of the Company and pursuant to applicable laws and regulations, Members of the Company at 34th AGM held on August 9, 2024, approved revision in remuneration of Dr. Harvinder Pal Singh, Chairman cum Managing Director, from INR 9.99 Lakhs per month to INR 26.80 Lakhs per month excluding Variable Pay of 20% of basic salary, which would be based on performance of the Company and subject to approval of Nomination and Remuneration Committee and Board effective from April 1, 2024 till completion of his tenure i.e. upto September 30, 2025 with all other existing terms and conditions remain unchanged.

Notably, under the leadership and proactive approach of Dr. Harvinder Pal Singh, the Company had delivered a well-rounded performance amidst the industry wide challenges, which includes growth in AUM, maintaining healthy asset quality, controlling credit costs and improving operational efficiencies. additionally, the Company remained consistently profitable throughout the year which is a commendable achievement. Under his guidance, the Company has witnessed remarkable growth and expansion and he has been instrumental in driving the Company's growth.

Moreover, the current term of Dr. Harvinder Pal Singh is ending on September 30, 2025 and pursuant to Nomination & Remuneration Policy of the Company and all applicable regulations or guidelines issued by Reserve Bank of India or any governmental/statutory authorities from time to time and subject to all other applicable provisions,

regulatory approval(s) or sanction(s) or consent(s) as may be necessary and subject to approval of Members of the Company, on recommendation of Nomination and Remuneration Committee and Audit Committee, the Board at its meeting held on June 27, 2025, approved re-appointment of Dr. Harvinder Pal Singh as the Chairman cum Managing Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years w.e.f. October 1, 2025 upto September 30, 2030 on the following terms and conditions including remuneration, mentioned herein below:

- a. **Salary:** INR 29,48,000 per month excluding Variable Pay of upto 20% of basic salary which will be paid based on the performance of the Company and decided by Board of Directors on the recommendation of Nomination and Remuneration Committee.
- 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 Act read with rules framed thereunder, as amended from time to time:

CATEGORY A

1. Medical Benefits

Reimbursement of expenses actually incurred for self and family, the total cost of which should not exceed one month's salary per year.

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 every year.

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 (Indian Rupees Five Thousand only) per year.

4. Provident Fund

Participation in a recognized Provident Fund as per rules of the Company and in terms of applicable laws as amended from time to time.

CATEGORY B

1. Gratuity payable as per rules of the Company and in terms of applicable laws as amended from time to time.
2. Encashment of Leave as per rules of the Company and in terms of applicable laws as amended from time to time.

Notice (Contd.)

CATEGORY C

1. Car with driver and telephone facilities at residence for official purpose.

The Company has received all statutory declarations/disclosures from Dr. Harvinder Pal Singh including:

- (i) Consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014;
- (ii) Intimation in Form DIR 8 confirming that he is not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) Notice of interest or concern a Director has in other companies, bodies corporate, firms, or associations of individuals, including shareholding details in Form MBP-1 under Section 184 of the Act;
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018 that he has not been debarred from accessing capital market or disqualified/restrained from holding or being appointed or continuing as Director by SEBI/Ministry of Corporate Affairs or any such statutory authority.

Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of his appointment, the Company has no profits or its profits are inadequate, the Company will pay remuneration as specified hereinabove, subject to requirements of applicable provisions as contained in the Act, SEBI Regulations and/or RBI Regulations, as amended from time to time.

The disclosures prescribed under Regulation 36(3) of SEBI LODR Regulations read with provisions of the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are provided in **Annexure-1** of the Notice.

Except Dr. Harvinder Pal Singh and Mr. Satvinder Singh (brother of Dr. Harvinder Pal Singh) and their relatives, none of other Directors and/or Key Managerial Personnel of the

Company or their relatives are concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution as mentioned at item no. 6 above for approval of the Members by way of a Special Resolution.

ITEM NO. 7

Pursuant to provisions of Section 42 of the Companies Act, 2013 ("**Act**") read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("**Prospectus and Allotment Rules**") which provides that in case of an offer or invitation to subscribe to securities, the Company shall obtain prior approval of its Members of the Company by means of a special resolution. Rule 14 of the Prospectus and Allotment Rules further prescribes that it shall be sufficient to obtain such an approval only once in a year for all the offers or invitations for such NCDs issued during a period of 1 (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 NCDs ((a) listed or unlisted (to the extent permitted under applicable law), (b) senior secured, (c) senior unsecured, (d) unsecured, (e) subordinated, (f) any others, as may be agreed) to be issued by the Company, in 1 (one) or more series/tranches on private placement basis. The NCDs proposed to be issued, may be issued either at par or at premium or at a discount to face value and the issue price (including premium, if any) shall be decided by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall include any committee constituted / to be constituted by the Board to exercise its powers including the powers conferred under this resolution) 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:

Notice (Contd.)

Particulars of the offer including date of passing Board Resolution	<p>The third proviso to Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("Prospectus and Allotment Rules"), prescribes that where the proposed amount to be raised through offer or invitation of NCDs exceeds the limit prescribed under Section 180(1)(c) of the Companies Act, 2013, it shall be sufficient if a company passes a special resolution once in a year for all the offers or invitations to be made for such NCDs to be issued during the year.</p> <p>In view of this, pursuant to this resolution under Section 42 of the Act, the specific terms of each offer/issue of NCDs ((a) listed or unlisted (to the extent permitted under applicable law), (b) senior secured, (c) senior unsecured, (d) unsecured, (e) subordinated, (f) any others, as may be agreed) shall be decided from time to time, within the period of 1 (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 and/or committee resolution shall be mentioned/disclosed in the private placement offer cum application letter for each offer/issue of the NCDs. The particulars of each offer shall be determined by the Board from time to time.</p>
Kind of securities offered and the price at which the security is being offered	<p>Non-convertible debt securities/NCDs.</p> <p>The non-convertible debt securities/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	Not applicable, as the securities proposed to be issued (in a single issue or multiple issues/tranches) are non-convertible debt securities/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).
Name and address of valuer who performed valuation	Not applicable as the securities proposed to be issued (in a single issue or multiple issues/tranches) are non-convertible debt securities/NCDs.
Amount which the Company intends to raise by way of securities	The specific terms of each offer/issue of NCDs shall be decided from time to time, for a period of 1 (one) year from the date of the aforementioned resolution, provided that the principal amounts of all such NCDs at any time issued during such period of 1 (one) year from the date of passing of the aforementioned special resolution shall not exceed in the aggregate, the limit specified in the resolution under Section 42 of the Act, i.e. up to INR 5,000 Crore (Indian Rupees Five Thousand Crore only), which limit shall be subject to the overall borrowing limits of the Company, as approved by the Members of the Company from time to time under Section 180(1)(c) of the Act.
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; principal 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 by the Board 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 (including the private placement offer and application letter) executed in respect of each offer/issue of NCDs.

Accordingly, consent of Members of the Company is sought in connection with the aforesaid issue of NCDs and they are requested to authorize the Board to issue such NCDs for a period of 1 (one) year from the date of the aforementioned resolution on private placement basis up to the aggregate principal amounts of INR 5,000 Crore (Indian Rupees Five Thousand Crore only), which limit shall be subject to the overall borrowing limits of the Company, as approved by Members of the Company from time to time under Section 180(1)(c) of the Act.

Notice (Contd.)

None of the 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. 7 above for approval of Members by way of Special Resolution.

ITEM NO. 8 & 9

Pursuant to provisions of Sections 180(1)(c) and 180(1)(a) of the Companies Act, 2013 ("**Act**") read with rules framed thereunder and in terms of Articles of Association of the Company, as amended, Members of the Company at 29th Annual General Meeting ("**AGM**") of the Company held on July 06, 2019, authorized the Board of Directors of the Company ("**Board**") viz. *to raise or borrow from time to time such sum or sums as they may deem appropriate in one or more tranches for the purposes of the Company notwithstanding that the monies already borrowed and the monies to be borrowed (apart from temporary loans obtained from Company's bankers in the ordinary course of business) will exceed the paid up share capital, free reserves and securities premium of the Company not set apart for any specific purpose provided that the total amount upto which monies may be borrowed by the Board shall not exceed INR 15,000 Crore (Indian Rupees Fifteen Thousand Crore only) at any time and to offer and create charge on the movable or immovable which can be pledged, mortgage and/or charged and the whole or part of the undertaking of the Company*

of every nature and kind whatsoever and/or creating a fixed or floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company, in favour of the Banks, Financial Institutions, any other lenders or debenture trustees for the purpose of securing the borrowing(s) of the Company or any third party from time to time for the due payment of the Principal together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the maximum extent of the indebtedness secured by the properties of the Company does not exceed INR 15,000 Crore (Indian Rupees Fifteen Thousand Crore Only) at any time, respectively.

However, pursuant to amended Articles of Association of the Company and in accordance to amendments introduced in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, from time to time, it is proposed to realign & supersede the earlier resolution(s) passed in this regard, keeping the limits unchanged as approved by Members of the Company at 29th Annual General Meeting held on July 06, 2019.

None of the 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 resolutions as mentioned at item no. 8 & 9 above for approval of Members by way of Special Resolution.

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

Sd/-

(Vikas Gupta)

Company Secretary & Chief Compliance Officer
Membership No. ACS24281

Place: Gurugram

Date: June 27, 2025

Annexure-1 to the Notice

Details of director seeking appointment/ re-appointment at the Annual General Meeting in accordance with Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2 (SS 2) issued by the Institute of Company Secretaries of India:

Name of the Director	Mr. Satvinder Singh	Mr. Ashok Kumar Sharma	Mr. Anupam Kunal Gangahar	Dr. Harvinder Pal Singh
DIN	00332521	05276443	11172548	00333754
Date of first Appointment on the Board of the Company	October 16, 1990	June 27, 2025	June 27, 2025	October 16, 1990
Age	59 Years	63 Years	65 years	64 Years
Qualification	Mr. Satvinder Singh has a post graduate diploma in Business Management from Institute of Management Technology, Ghaziabad.	Mr. Ashok Kumar Sharma is a First- Class graduate in Economic and Military Science, Kurukshetra University and holds post graduate diploma in Insurance Management: Pondicherry University and diploma in General Management, IGNOU, New Delhi.	Mr. Anupam Kunal Gangahar is a graduate in Science (Bachelor of Science) Delhi University and qualified as a Chartered Accountant from Institute of Chartered Accountants of India.	Dr. Harvinder Pal Singh is a Law graduate and fellow Member of The Institute of Chartered Accountants of India since 1984. He participated in Harvard Business School's Accion Program and a leadership program at Wharton Business School as well as the leadership program organized by Women's World Banking at Wharton Business School, University of Pennsylvania in 2011.
Brief Profile/ Nature of Expertise	Mr. Satvinder Singh hold extensive consumer marketing and finance experience and has developed new methods of credit appraisal and marketing for SCNL as Company Director. Associated with SCNL since its inception in 1990, Mr. Singh also acted as Managing Director between September 1995 and February 2011.	Mr. Ashok Kumar Sharma is a graduate in economics and military science from Kurukshetra University and holds post graduate diploma in Insurance Management from Pondicherry University. He has also qualified the "Masterclass for Directors" leading to award of "Certified Corporate Directorship" by Institute of Directors. He has attended many executive training programmes/seminars in India and	Mr. Anupam Kunal Gangahar is a graduate in science (Bachelor of science) Delhi University and qualified as a Chartered Accountant from the Institute of Chartered Accountants of India ("ICAI") in the year 1984 and since then he has been in Practice in the individual capacity as a proprietor of firm A.K. Gangahar & Co. He holds rich experience of more than 40 years in diverse areas including auditing, accounting, taxation, financial advisory	Dr. Singh has been conferred with the degree of Doctor of Philosophy – Microfinance (Honoris Causa) by GNA University, a prestigious privately-owned institution based in Punjab, India. A law graduate and a fellow Member of The Institute of Chartered Accountants of India since 1984, Dr. Singh brings over four decades of experience in financial services and is a veteran in financial inclusion and innovation. In addition to his expertise in lending, particularly in the microfinance sector, Dr. Singh stands out not only for his financial acumen but also for his remarkable ability to inspire

Annexure-1 to the Notice (Contd.)

Name of the Director	Mr. Satvinder Singh	Mr. Ashok Kumar Sharma	Mr. Anupam Kunal Gangahar	Dr. Harvinder Pal Singh
		<p>abroad. He worked across diverse set of roles in varied fields viz. Insurance, Banking, Capital Market, LIC IPO, Customer Relationship Management, Claim Settlement and Private Equity Asset Management, engaging with a variety of stakeholders and scores of customers in varied fields and different geographies in the Country. He has served for more than three decades in various areas such as banking, SEBI regulated venture capital fund, insurance, regulations, supervision, payment and settlement systems, credit information or consumer protection. He was associated with IDBI Bank in advisory roles from October 2022 to March 2024. He worked with LIC group for more than 39 years and retired as an Executive Director (one level below the Board). He was Director & CEO of LICHL Asset Management Company Ltd. for more than 4 years and has been on the Board of at least 8 other Companies latest being TIDEL Park Ltd. Chennai and thereafter, joined LIC IPO as an Advisor. He also held position of Regional Manager (Customer Relationship Management) directly handling customer related service in LIC and he had a long stint in spearheading marketing activities in LIC and headed one of the largest Zones of LIC as Zonal Manager In-charge.</p>	<p>services of both Indian and Multinational entities engaged in various sectors including manufacturing, trading, hospitality, exports, financial services, software consultancy etc. Additionally, he has extensive experience in handling direct and indirect taxation matters in various statutory departments for various large, medium corporate and non-corporate clients. He has great knowledge on transfer pricing and issues relating to non-residents and provides consultancy to various high-profile clients. He continues to provide his visionary leadership, guiding businesses through market shifts and technical advancements.</p>	<p>and mentor future leaders. His motivational leadership style, combined with a keen ability to drive organizational growth, has consistently empowered teams to achieve excellence. Adept at navigating crises with a calm, solution-oriented approach, he has been instrumental in SCNL's the Company emergence as one of India's leading NBFC-MFIs, holding a strong national presence and serving millions of rural households. With a sharp strategic vision and a deep commitment to inclusive growth, Dr. Singh has led the transformative expansion of Satin beyond traditional microfinance. Under his leadership, the Company has diversified into affordable housing, MSME lending and most recently, technology-enabled solutions through its subsidiaries. By laying the foundation for the Satin Group, he has not only broadened the Company's operational horizon but also deepened its inclusive reach.</p> <p>Dr. Singh is a part of the industry forum, the Federation of Indian Chambers of Commerce and Industry (FICCI), where he lends his expertise as a Banking and Financial Institution Committee member.</p>

Annexure-1 to the Notice (Contd.)

Name of the Director	Mr. Satvinder Singh	Mr. Ashok Kumar Sharma	Mr. Anupam Kunal Gangaher	Dr. Harvinder Pal Singh
				<p>As the former Chair of Sa-Dhan, he contributed significantly to the sector's growth and development over his two-year tenure. Dr. Singh has also been appointed as Trade Commissioner for the Indian ASEAN Trade Council, where he oversees the Council's efforts to enhance trade and economic cooperation between India and the ASEAN region.</p> <p>Dr. Singh has 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.</p> <p>Dr. Singh has been an inspiration right from the very beginning when the Company came into being in 1990, until today where he continues to be actively involved in the Company's day-to-day operations.</p> <p>Dr. Singh has been conferred with the degree of Doctor of Philosophy – Microfinance (Honoris Causa) by GNA University, a prestigious privately-owned institution based in Punjab, India. This distinguished recognition was awarded following a recommendation from the University's Governing Body in acknowledgment of his remarkable contributions to the field of microfinance and his steadfast commitment to driving social and economic empowerment.</p>

Annexure-1 to the Notice (Contd.)

Name of the Director	Mr. Satvinder Singh	Mr. Ashok Kumar Sharma	Mr. Anupam Kunal Gangahar	Dr. Harvinder Pal Singh
Terms and conditions of re-appointment	As per the resolution at item no. 2 of the Notice convening this meeting.	As per the resolution at item no. 4 of the Notice convening this meeting.	As per the resolution at item no. 5 of the Notice convening this meeting.	As per the resolution at item no. 6 of the Notice convening this meetings thereto.
Remuneration last drawn/sought to be paid	Refer to Report on Corporate Governance.	Non-Executive & Independent Directors shall be paid remuneration in form of commission and sitting fees for attending meetings of the Board of Directors and its Committees in accordance to provisions of the Act and rules framed thereunder.	Non-Executive & Independent Directors shall be paid remuneration in form of commission and sitting fees for attending meetings of the Board of Directors and its Committees in accordance to provisions of the Act and rules framed thereunder.	Refer to Report on Corporate Governance.
Names of other companies in which the person also holds the directorship as at March 31, 2025	<ol style="list-style-type: none"> Satin Neo Dimensions Private Limited; Wisteria Holdings & Investments Private Limited 	Nil	Nil	<ol style="list-style-type: none"> Trishashna Holdings & Investments Private Limited; Tomorrow's One Capital Pte. Limited; Prestellar Ventures Fund I Pte Limited; Satin Creditcare Foundation; Satin Housing Finance Limited; Satin Finserv Limited; and Satin Technologies Limited.
Resignation, if any, from listed entities in past 3 (three) years	Nil	Nil	Nil	Nil
Names of companies in which the person also holds the Membership/Chairmanship of Committees of the Board as at March 31, 2025	Chairmanship: <ol style="list-style-type: none"> Satin Creditcare Network Limited <ul style="list-style-type: none"> Stakeholders Relationship Committee Memberships: <ol style="list-style-type: none"> Satin Creditcare Network Limited; <ul style="list-style-type: none"> Audit Committee Risk Management Committee IT Strategy Committee 	Nil	Nil	Chairmanship: <ol style="list-style-type: none"> Satin Creditcare Network Limited; <ul style="list-style-type: none"> Corporate Social Responsibility and ESG Committee; Working Committee; Asset Liability Management Committee; NCD Public Issuance Committee; and Willful Defaulters Review Committee.

Annexure-1 to the Notice (Contd.)

Name of the Director	Mr. Satvinder Singh	Mr. Ashok Kumar Sharma	Mr. Anupam Kunal Gangahar	Dr. Harvinder Pal Singh
	<ul style="list-style-type: none"> Corporate Responsibility and ESG Committee Working Committee 			Membership: <ol style="list-style-type: none"> Satin Creditcare Network Limited; <ul style="list-style-type: none"> Nomination and Remuneration Committee; Stakeholders' Relationship Committee; IT Strategy Committee; Satin Finserv Limited; <ul style="list-style-type: none"> Audit Committee; Risk Management Committee; Nomination and Remuneration Committee; Working Committee; Asset Liability Management Committee; IT Strategy Committee; Wilful Defaulter Review Committee; Satin Housing Finance Limited; <ul style="list-style-type: none"> Audit Committee; Nomination and Remuneration Committee; IT Strategy Committee; Wilful Defaulters Review Committee; and Working Committee.
Shareholding in Satin Creditcare Network Limited	3,85,703 Equity Shares	Nil	Nil	Nil
Relationship between directors inter-se	Mr. Satvinder Singh is brother of Dr. Harvinder Pal Singh, Promoter; Chairman cum Managing Director of the Company. He is not related with any other Director or Key Managerial Personnel of the Company	Not related to any of the Directors or their relatives.	Not related to any of the Directors or their relatives.	Dr. Harvinder Pal Singh is brother of Mr. Satvinder Singh, Promoter, Non-Executive and Non-Independent Director of the Company. He is not related with any other Director or Key Managerial Personnel of the Company.
Number of Meetings of the Board attended during the Financial Year – 2024-25	8 out of 9 Meetings.	Not applicable.	Not applicable.	8 out of 9 Meetings.

Annexure-2 to the Notice

Details of Auditors seeking appointment / re-appointment as Secretarial Auditors at the Annual General Meeting in accordance with Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is given herein below:

Name of the Proposed Secretarial Auditor	M/s DPV & Associates LLP
Proposed fees payable to the Secretarial Auditor(s)	Remuneration of INR 1.75 Lakhs for the financial year 2025-26 plus reimbursement of out of pocket expenses, if any, incurred during the course of audit. Remuneration for rest of tenure of appointment, as may be mutually agreed between the Board of Directors and Auditors from time to time.
Terms of Appointment	5 (Five) consecutive years (from April 1, 2025 to March 31, 2030)
Material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	The proposed fee will not materially vary from the fee paid to M/s S. Behera & Co., outgoing Secretarial Auditors.
Basis of recommendation for appointment including the details in relation to and credentials of the Secretarial Auditor proposed to be appointed	<p>Basis of Recommendation:</p> <p>The Board of Directors of the Company, based on the recommendations of the Audit Committee, at its meeting held on May 7, 2025, had approved appointment of M/s. DPV & Associates LLP (ICSI Firm Registration No. L2021HR009500), Peer Reviewed Company Secretary Firm, as Secretarial Auditors of the Company for the period of 5 (Five) years from April 1, 2025 to March 31, 2030, subject to approval of Members at ensuing Annual General Meeting.</p> <p>Credentials:</p> <p>M/s DPV & Associates LLP was established by Mr. Devesh Vasisht, Fellow Member of Institute of Company Secretaries of India and having experience of over 17 years with wide and extensive experience in Secretarial Audit, Corporate Governance Services, IPO advisory & Due Diligence, Legal Drafting, Opinions, Corporate Restructuring, Related Party Transactions, Handling the Technical Scrutiny and Inspection, Compounding, Advising clients on SEBI & Stock Exchange related matters.</p>