SATIN CREDITCARE NETWORK LTD.

Reaching out!

March 14, 2017

To,

The Manager, **National Stock Exchange of India Ltd.** Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra East, Mumbai-400051	**The Manager** **BSE Limited** Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400023	**The Manager,** **The Calcutta Stock Exchange Ltd** 7, Lyons Range Kolkata 700001
Scrip Code: Satin	Scrip Code: 539404	Scrip Code: 30024

SUB: NOTICE OF EXTRAORDINARY GENERAL MEETING OF SATIN CREDITCARE NETWORK LIMITED;

Dear Sir/ Madam,

Pursuant to Regulation 29 and other applicable regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 101 of the Companies Act, 2013, please find enclosed the Notice of Extraordinary General Meeting scheduled to be held on April 7, 2017 (Friday) at 03:00 p.m. at Aiwan-E-Ghalib Auditorium, Aiwan-E-Ghalib Marg, Mata Sundari Lane, ITO, New Delhi-110002.

The above is for your information and record please.

Thanking You,

Yours Sincerely,
For **Satin Creditcare Network Limited**
For SATIN CREDITCARE NETWORK LIMITED

Choudhary Runveer Krishanan
Company Secretary & Compliance Officer

Encl: a/a

Corporate Office :
909-914 ABC, 9th Floor, Kanchenjunga Building, 18, Barakhamba Road, New Delhi - 110001, India

Registered Office :
5th Floor, Kundan Bhawan, Azadpur Commercial Complex, Azadpur, New Delhi-110033, India

CIN : L65991DL1990PLC041796
Landline No : (011) 4754 5000
E-Mail ID : info@satincreditcare.com
Website : www.satincreditcare.com

SATIN CREDITCARE NETWORK LIMITED

CIN: L65991DL1990PLC041796
Regd. Office: 5th Floor, Kundan Bhawan, Azadpur Commercial Complex, Azadpur, Delhi-110033 Phone: 011-47545000 Fax: 011-23328951
Corporate Office: 909-914 ABC, 9th Floor, Kanchenjunga Building, 18,Barakhamba Road, New Delhi - 110001, India
E-mail: investors@satincreditcare.com **Website**: www.satincreditcare.com

NOTICE

Notice is hereby given that the Extraordinary General Meeting of the members of Satin Creditcare Network Limited ("**Company**") will be held on Friday, the 7th day of April, 2017 at 03:00 P.M. at Aiwan-e-Ghalib Auditorium, Aiwan-e-Ghalib Marg, Mata Sundari Lane, ITO, New Delhi-110002 to transact the following businesses:-

SPECIAL BUSINESSES

ITEM NO. 1 – INCREASE IN AUTHORIZED SHARE CAPITAL

To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 13, Section 61, Section 64 and other applicable provisions of the Companies Act, 2013 (including any re-enactment(s) and modification(s) made there under, if any, for the time being in force)(hereinafter referred to as "**Companies Act**") read with Companies (Share Capital and Debentures) Rules, 2014, as amended and other applicable provisions, if any, and the provisions of Memorandum of Association and Articles of Association of the Company and the uniform listing agreement entered into with the relevant stock exchanges where the shares of the Company are listed **("Stock Exchange(s)"),** by the Company subject to such other approvals, consent, permissions and sanction if any, as may be required from the concerned Stock Exchanges or any other authority under any other applicable law for the time being in force, the authorized share capital of the Company be and is hereby increased to INR 1,40,00,00,000 (Indian Rupees One Hundred and Forty Crore only) divided into 6,50,00,000 (Six Crore fifty lakh) Equity Shares of INR 10/- each (Indian Rupees Ten only) and 7,50,00,000 (Seven Crore Fifty lakh) Preference Shares of INR 10/- each (Indian Rupees Ten only) by creating an additional 1,00,00,000 (One Crore) Equity Shares of INR 10/- each (Indian Rupees Ten only) from INR 1,30,00,00,000 (Indian Rupees One Hundred and Thirty Crore only) divided into 5,50,00,000 (Five Crore fifty lakh) Equity Shares of INR10/- each (Indian Rupees Ten only) and 7,50,00,000 (Seven Crore Fifty lakh) Preference Shares of INR10/- each (Indian Rupees Ten only).

RESOLVED FURTHER THAT pursuant to the provisions of Section 13, Section 61, Section 64 and other applicable provisions of the Companies Act, and rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), the existing Clause V of the Memorandum of Association of the Company be and is hereby amended and substituted with the following new Clause V as under:

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

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, Mr. H P Singh, Chairman cum Managing Director (DIN 00333754),Choudhary Runveer Krishanan, Company Secretary and Compliance Officer be and are hereby severally and/or jointly, as may be required, authorized to sign execute and submit all the necessary documents and file requisite documents with the appropriate authority including filing of requisite forms and all other necessary documents with Registrar of Companies, NCT of Delhi and Haryana and to do all acts, deeds, and things as may be necessary to carry out above purpose."

ITEM NO 2. ISSUANCE OF FULLY CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO PROMOTER CATEGORY

To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (including any re-enactment(s) and modification(s) made there under, if any, for the time being in force) (hereinafter referred to as **"Companies Act"**) read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with the relevant stock exchange(s) where the shares of the Company are listed ("Stock Exchange(s)"), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (**"SEBI"**), including the SEBI (Issue of Capital And

Disclosure Requirements) Regulations, 2009 (**"SEBI ICDR Regulations"**), SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, SEBI (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India, Reserve Bank of India, SEBI, Stock Exchange(s) and any other relevant statutory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the board of directors of the Company (hereinafter referred to as the **"Board"**) which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred by this resolution), the consent of the members be and is hereby accorded to the Board to create, issueoffer and allot on preferential basis upto 6,58,690 fully convertible warrants (**"Warrants"**) to the persons as described below in the Promoter category (**"Proposed Warrant Allottee"**), each convertible into, or exchangeable for, at an option of Warrant holder, in one or more tranches, one Equity Share of face value of INR 10/- (Indian Rupees Ten only) each at an issue price of INR 455.45 (Indian Rupees Four Hundred Fifty Five and Forty Five Paisa Only) per share (**"Warrant Issue Price"**) and to issue fresh Equity Shares on the conversion of Warrants on such terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of SEBI ICDR Regulations or other applicable laws.

Name of the Proposed Warrant Allottee	**Category**	**No. of Warrants proposed to be issued**
M/s. Trishashna Holdings & Investments Private Limited	Promoter	Upto 6,58,690 Warrants

RESOLVED FURTHER THAT the Relevant Date, as per the SEBI ICDR Regulations, for the determination of issue/ exercise price for the issue of Equity Shares pursuant to the exercise of the Warrants is Wednesday, March 08, 2017 being the date which is 30 (thirty) days prior to the date of this Extraordinary General Meeting i.e. April 07, 2017.

RESOLVED FURTHER THAT aforesaid issue of Warrants shall be subject to the following terms and conditions:

(a) Each Warrant held by the Proposed Warrant Allottee (each, a "**Warrant Holder**") shall entitle each of them to apply for and obtain allotment of one Equity Share at any time after the date of allotment but on or before the expiry of 18 (eighteen) months from the date of allotment (the "**Warrant Exercise Period**").

(b) The Proposed Warrant Allottee shall, on the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.

(c) Warrants, being allotted to the Proposed Warrant Allottee and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock in for such period as may be prescribed under SEBI ICDR Regulations.

(d) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.

(e) Warrants shall be issued and allotted by the Company only in dematerialized form.

(f) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the respective Proposed Warrant Allottee.

(g) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.

(h) The issue of Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

(i) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder(s) any voting rights in the Company in respect of such Warrants.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the Proposed Warrant Allottee through private placement offer letter (in the format of PAS 4) immediately after passing of this resolution.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank pari-passuin all respects including as to dividend, with the existing fully paid up Equity Shares of face value of INR 10/- (Indian Rupees Ten only) each of

the Company subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board/Committee(s) of the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors/Committee(s) of the Board and the Company Secretary be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

ITEM NO 3. ISSUANCE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO NON-PROMOTER CATEGORY

To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013(including any re-enactment(s) and modification(s) made there under, if any, for the time being in force) (hereinafter referred to as "**Companies Act**") read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with the Stock Exchange(s) where the shares of the Company are listed ("**Stock Exchange(s)**"), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("**SEBI**"), including the SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2009 ("**SEBI ICDR Regulations**"), SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, SEBI (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended, the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India, Reserve Bank of India, SEBI, Stock Exchange(s) and any other relevant statutory, governmental authorities or departments, institutions or bodies by the Company or the Proposed Allottee (as defined hereinafter) and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the board of directors of the Company (hereinafter referred to as the "**Board**" which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred by this resolution), the consent of the members be and is hereby accorded to the Board to create, issue, offer and allot,on preferential basis, in one or more tranches upto 15,99,924 Equity Shares (Fifteen lakhs Ninety Nine Hundred and Twenty Four) of face value of INR 10/- (Indian Rupees Ten only) each at an issue price of INR 416.67/- each (Rupees Four Hundred Sixteen and Sixty Seven Paisa Only) (as determined by the Board in accordance with the pricing guidelines prescribed under Chapter VII of the SEBI ICDR Regulations) **(the "Issue Price")** to Asian Development Bank, being an international financial institution established by the Agreement Establishing the Asian Development Bank, having its principal office of business at 6 ADB Avenue Mandaluyong City, Metro Manila 1550 Philippines **(a non-promoter companyand a foreign portfolio investor) (the "Proposed Allottee"),** at such time or times, and on such terms and conditions and in such manner as the Board may think fit in its absolute discretion**(**the **"Preferential Issue")**."

RESOLVED FURTHER THAT the Relevant Date, as per the SEBI ICDR Regulations for the determination of issue price of Equity Shares is Wednesday, March 08, 2017 being the date which is 30 (thirty) days prior to the date of this Extra- Ordinary General Meeting i.e. April 07, 2017.

RESOLVED FURTHER THAT aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

a) The Proposed Allottee of Equity Shares shall be required to bring in 100% of the consideration, for the Equity Shares to be allotted to such Proposed Allottee, on or before the date of allotment thereof.

b) The consideration for allotment of Equity Shares shall be paid to the Company from the bank account of the Proposed Allottee;

c) The Equity Shares to be allotted to the Proposed Allottee shall be under lock in for such period as may be prescribed under Chapter VII of the SEBI ICDR Regulations;

d) The Equity Shares so allotted to the Proposed Allottee under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;

e) The Equity Shares shall be allotted within a period 15 (fifteen) days from the date of passing this resolution, provided where the allotment of the Equity Shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 **(fifteen)** days from the date of such approval; and

f) Allotment shall only be made in dematerialized form.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the Proposed Allottee through private placement offer letter (in the format of PAS-4) immediately after passing of this resolution.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted shall rank *pari- passu*in all respects including as to dividend, with the existing fully paid up Equity Shares of face value of Rs. 10/- (Rupees Ten only) each of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors/Committee(s) of the Board and the Company Secretary be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally authorized to execute and deliver any and all other documents, papers and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Preferential Issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

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

Place : New Delhi
Date : March 10, 2017

Choudhary Runveer Krishanan
Company Secretary & Compliance Officer

Notes:

1. An Explanatory Statement pursuant to section 102 of the Companies Act, in respect of the business under Item Nos.1to3as specified above, is annexed hereto.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.The instrument appointing the proxy, in order to be effective, should, be deposited at the registered office of the Company duly completed and signednot less than forty-eight hours before the commencement of the Meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

3. The Notice is being sent to all the members of the Company, whose names appear on the register of members/record(s) of depositories as on Friday, March 03, 2017.

   Only registered members of the Company holding shares as on the cut-off date decided for the purpose, being Friday, March 31, 2017 or any proxy appointed by such registered member may attend and vote at the Extraordinary General Meeting as provided under the provisions of the Companies Act.

4. Electronic copy of the Notice of the aforesaid Extraordinary General Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the aforesaid Extraordinary General Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

5. Voting Rights: Shareholders holding Equity Shares shall have one vote per share as shown against their holding and shareholders.

6. Members are requested to bring their attendance slip to the Meeting.

7. Information and other instructions relating to e-voting are as under :

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

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

   iii. The Board of Directors of the Company has appointed Mr. Rajeev Bhatia, a Practicing Chartered Accountant as Scrutinizer to scrutinize the voting at Extraordinary General Meeting and remote e-voting process in a fair and transparent manner and has communicated his willingness to be appointed and will be available for same purpose.

   iv. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. Friday, March 31, 2017.

   v. The e-voting period commences on Tuesday, April 04, 2017 (10.00 A.M. IST) and ends on Thursday, April 06, 2017 (5.00 P.M. IST). During this period, Members may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, March 31, 2017 i.e. the cut-off date.

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

      (i) The shareholders should log on to the e-voting website www.evotingindia.com.

      (ii) Click on Shareholders.

      (iii) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(iv) Next enter the Image Verification as displayed and Click on Login.

(v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

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

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. ● If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

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

(viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for the relevant "**170309003-Satin Creditcare Network Limited**" on which you choose to vote.

(xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xviii) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xiii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

8. The results declared along with the Scrutinizer's Report shall be placed on the Company's website http://www.satincreditcare.com and on the website of CDSL immediately after the declaration of result by the Chairman and communicated to the Stock Exchanges (if any), where the shares of the Company are listed.

9. The route map showing direction to reach the venue of the Extraordinary General Meeting is annexed as **Appendix-1** and from part of this Notice.

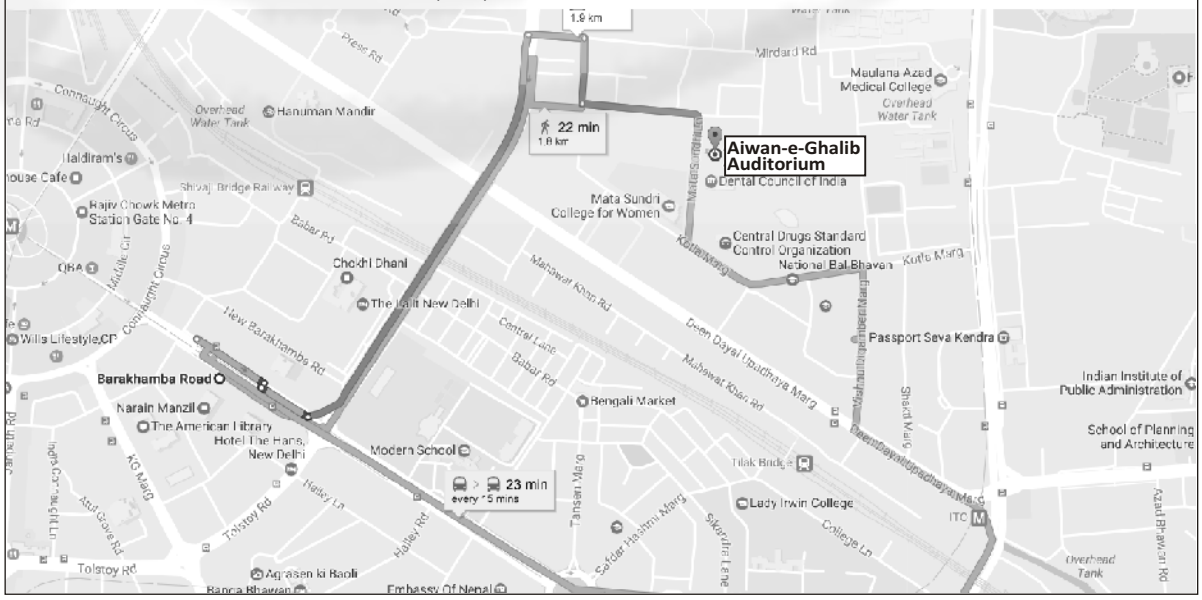
By order of the Board of Directors
For Satin Creditcare Network Limited

Place : New Delhi
Date : March 10, 2017

Choudhary Runveer Krishanan
Company Secretary & Compliance Officer

Appendix-1

Route Map of EGM Venue : Aiwan-e-Ghalib Auditorium, Aiwan-e-Ghalib Marg, Mata Sundari Lane, ITO, New Delhi-110002



Explanatory Statement
(Pursuant to section 102 of the Companies Act, 2013)

As required under Section 102 of the Companies Act, 2013 (including any re-enactment(s) and modification(s) made there under, if any, for the time being in force) (hereinafter referred to as "**Companies Act**"), the following explanatory statements set out all material facts relating to the businesses mentioned under Item nos. 1 to 3 of the accompanying Notice:

Item no. 1

Presently, the Authorized Share Capital of your Company is Rs. 1,30,00,00,000 (Rupees One Hundred and Thirty Crore only) divided into 5,50,00,000 (Five Crore Fifty Lakh) equity share of Rs. 10/- each (Rupees Ten only) and 7,50,00,000 (Seven Crore Fifty Lakh) preference share of Rs. 10 each/- (Rupees Ten only).

In order to enable the Company to raise additional long-term finance, the Board seeks approval of shareholders of the Company for issue of Equity Shares and Warrants. The existing Authorized Share Capital may not be sufficient for the aforesaid purpose. It is therefore, considered necessary to increase the Authorized Share Capital of the Company to the extent mentioned in item No.1 of the Notice, with the consequential alterations in the Capital Clauses of the Memorandum of Association.

The provisions of the Companies Act require the Company to seek approval of the members for increase in Authorized Share Capital and for the consequent alteration of Capital Clause of the Memorandum of Association; accordingly the Board recommends the resolution set forth in Item no. 1 for the approval of the members as an Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution except to the extent of their shareholding in the Company, if any.

Item No 2 and 3

The Special Resolutions contained in the Notice, have been proposed pursuant to the provisions of Sections 42, 62 of the Companies Act read with Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI ICDR Regulations"), to issue and allot upto 6,58,690 Fully Convertible Warrants ("Warrants") and upto 15,99,924 Equity Shares of Rs.10/- each to the persons belonging to Promoter Category and Non-Promoter Category, respectively as a common offer. The said proposal has been considered and approved by the Board in their meeting held on Friday, March 10, 2017. The offer for the proposed allotments shall be made by way of a common offer letter to be issued to the proposed allottes.

The proposed transaction with the Proposed Allottee and the Proposed Warrant Allottee is subject to the receipt of customary conditions including receipt of shareholders' approval and the execution of a mutually agreeable Investment Agreement among the Proposed Allottee, the Company and the Promoter Group. The above transaction is also subject to the execution of a Shareholders Agreement the terms of which will be incorporated in the Articles of Association of the Company.

The details of the issue and other particulars as required in terms of Regulation 73 of the SEBI ICDR Regulations and other applicable statues in relation to the proposed Special Resolution are given hereunder:

A. The Objects of the issue through preferential offer:

The Company requires infusion of funds to augment the long-term funding needs of the Company viz., to support the expansion of business and for general corporate purposes and working capital requirements. Accordingly in order to finance the said fund requirement, the Company proposes to issue and allot Equity Shares and Warrants on Preferential basis.

B. The proposal of the promoters, directors or key management personnel of the issuer to subscribe to the offer:

None of the Directors/ Key Mangement Personnel of the Company intends to subscribe to the preferential offer.

Further, M/s. Trishashna Holdings & Investments Private Limited, being an entity belonging to promoter group of the Company have shown their interest in subscribing to the offer of the Company of upto 6,58,690 Warrants. The preferential issue of Warrants is proposed to be made to M/s. Trishashna Holdings & Investments Private Limited which shall fall under the promoter group of the Company.

C. The shareholding pattern of the issuer Company before and after the preferential issue;

The shareholding pattern of the Company given the present position as on March 3, 2017 before and after the proposed preferential issue to promoters and non- promoters is likely to be as follows:

Name of shareholders	Pre issue Shareholding Structure		No. of Equity Shares to be allotted	Post Issue Shareholding (Presuming allotment of equity shares)#		No. Of Warrants Allotted	Post Issue Shareholding (Presuming allotment of equity shares and full conversion of Warrants)#	
	No of Shares	% of shares		No of Shares	%		No of Shares	%
Promoter & Promoter Group								
(1) Indian								
(a) Individuals /HUF	1701603	4.53		1701603	4.34		1701603	4.27
(b) Central Govt. /State Govt.		0.00			0.00			0.00
(c) Bodies Corporate	10712378	28.51		10712378	27.35	658690	11371068	28.55
(d) Financial Institutions /Banks		0.00			0.00			0.00
Sub Total (A)(1)	**12413981**	**33.04**		**12413981**	**31.69**		**13072671**	**32.82**
(2) Foreign					0.00			**0.00**
(a) Individuals (NRIs/	0	0.00		0	0.00			**0.00**
Foreign Individuals)	0	0.00		0	0.00			**0.00**
(b) Bodies Corporate	0	0.00		0	0.00			**0.00**
(c) Institutions	0	0.00		0	0.00			**0.00**
Sub Total (A)(2)	0	0.00			0.00			**0.00**
Total shareholding of Promoter & Promoter Group (A) = (A)(1) + (A)(2)	**12413981**	**33.04**		**12413981**	**31.69**		**13072671**	**32.82**
Public								
B1) Institutions								
Mutual Funds	2256951	6.01		2256951	5.76		2256951	5.67
Foreign Portfolio Investors	6075004	16.17		6075004	15.51		6075004	15.25
Financial Institutions/ Banks	32779	0.09	1599924	1632703	4.17		1632703	4.10
Foreign Venture Capital Investors		0.00			0.00			0.00
Insurance Companies		0.00			0.00			0.00
Sub Total B1	**8364734**	22.27		**9964658**	25.44		**9964658**	25.02
B2) Central Government/ State Government(s)/ President of India	0	0.00			0.00			0.00
B3) Non-Institutions		0.00			0.00			0.00
Individual share capital upto Rs. 2	3049109	8.12		3049109	7.78		3049109	7.66

Name of shareholders	Pre issue Shareholding Structure		No. of Equity Shares to be allotted	Post Issue Shareholding (Presuming allotment of equity shares)#		No. Of Warrants Allotted	Post Issue Shareholding (Presuming allotment of equity shares and full conversion of Warrants)#	
	No of Shares	% of shares		No of Shares	%		No of Shares	%
Lacs								
Individual share capital in excess of Rs. 2 Lacs	299986	0.80		299986	0.77		299986	0.75
NBFCs registered with RBI		0.00			0.00			0.00
Any Other (specify)	**12991677**	34.58		**12991677**	33.17		**12991677**	32.62
Trusts	58102	0.15		58102	0.15		58102	0.15
Foreign Nationals	3200	0.01		3200	0.01		3200	0.01
Hindu Undivided Family	180484	0.48		180484	0.46		180484	0.45
Foreign Companies	9571433	25.48		9571433	24.44		9571433	24.03
Non Resident Indians (Non Repat)	153386	0.41		153386	0.39		153386	0.39
Non Resident Indians (Repat)	150609	0.40		150609	0.38		150609	0.38
Clearing Members	261714	0.70		261714	0.67		261714	0.66
Bodies Corporate	2612749	6.95		2612749	6.67		2612749	6.56
Sub Total B3	**16340772**	**43.50**		**16340772**	**41.72**		**16340772**	41.03
Total Public Shareholding B=B1+B2+B3	24705506	65.76		26305430	67.16		26305430	66.05
C) Non Promoter - Non Public		0.00			0.00			0.00
C1) Shares Underlying DRs	0	0.00		0	0.00			0.00
C2)Shares Held By Employee Trust	**449300**	1.20		449300	1.15		449300	1.13
TOTAL (A+B+C)	**37568787**	**100.00**		**39168711**	**100.00**		**39827401**	**100.00**

#Post shareholding structure may change depending upon any other corporate action in between or upon changes to the currency exchange rate.

D. Proposed time within which allotment will be completed:

In terms of Regulation 74(1) of the SEBI ICDR Regulations, preferential allotment to Proposed Allottee and Proposed Warrant Allottee pursuant to the special resolution will be completed within a period of 15 (fifteen) days from the date of passing of special resolution at item nos. 2 and 3.

Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

E. Securities to be issued,particulars of the proposed allottees,the identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and / or who ultimately control the proposed allottees and the percentage of post preferential issue capital that may be held by them:

Identity of the Proposed Allottee and Proposed Warrant Allotteeand the percentage of post preferential issue capital that may be held by them:

Name of the Proposed Allottee	Category	QIB/ Non-QIB	Present Pre Issue Shareholding		Proposed No. of Equity Shares Allotted	Post Issue Shareholding (Presuming allotment of equity shares)#		Proposed No. Of Warrants Allotted	Post Issue Shareholding (Presuming allotment of equity shares and full conversion of Warrants)#		Ultimate Beneficial Owners
			No. of shares held	% of shares		No. of shares held	% of shares		No. of shares held	% of shares	
Asian Developme nt Bank (“ADB”)	Public Category	QIB	0	0	1599924	1599924	4.08	0	1599924	4.02	There is no ultimate beneficial owner in case of proposed allotment to Asian Development Bank since ADB is an international financial institution established by the Agreement Establishing the Asian Development Bank with 66 countries as its members.
M/s. Trishashna Holdings & Investments Private Limited	Promoter Category	Non-QIB	0	0	0	0	0	658690	658690	1.65	Mr. H. P Singh and Mrs. Anureet HP Singh

#Post shareholding structure may change depending upon any other corporate action in between or upon changes to the currency exchange rate.

F. Consequential Changes in the Voting Rights and Change in Management:

As a result of the proposed preferential issue of Equity Shares and Warrants and upon conversion of the Warrants, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

G. Lock In Requirement:

i. The Equity Shares to be allotted on a preferential basis to the persons belonging to Non- Promoter Group shall be subject to lock-in' for a period of 1 (one) year from the date of trading approval for such Equity Shares in accordance with Regulation 78(2) of the SEBI ICDR Regulations.

ii. The Equity Shares to be allotted on a preferential basis to entities belonging to the Promoter Group, pursuant to exercise of options against each Warrant, shall be subject to 'lock-in' for a period of 3(three) years from the date of trading approval for such Equity Shares in accordance with Regulation 78(1) of the SEBI ICDR Regulations.

iii. The entire pre-preferential allotment shareholding, if any, of the proposed allottees, shall be locked-in from the Relevant Date up to a period of 6 (six) months from the date of trading approval as per Regulation 78(6) of the SEBI ICDR Regulations.

H. **Issue Price and Relevant Date:**

The Relevant Date on the basis of which issue price of the said Equity Shares and Warrants has been computed is Wednesday, March 8, 2017 i.e. the date 30 days prior to the date of the Extraordinary General Meeting.

The Equity Shares of the Company are listed on both National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) and are frequently traded. Since, the trading volume at NSE is higher, accordingly, the minimum issue price of Equity Shares and Warrants have been calculated on the basis of trading at NSE.

In terms of Regulation76(1) of the SEBI ICDR Regulations, the Issue Price has been computed as Rs. 455.45 each for non- QIB allottees and in terms of Regulation 76(4) of the SEBI ICDR Regulations, the Issue Price has been computed as Rs 416.67 each for QIB allottee.

I. **Re-computation of Issue Price:**

As specified under the SEBI ICDR Regulations, wherever it is required, the Company shall re-compute / adjust the issue price of the Equity Shares to be allotted under the preferential issue in accordance with the SEBI ICDR Regulations. Further, if the amount payable on account of the re-computation of issue price is not paid by the proposed allottee within the time stipulated under the SEBI ICDR Regulations, the Equity Shares allotted to the proposed allottee(s) shall continue to be locked-in till the time such amounts are paid by them.

J. **Auditor's Certificate:**

The certificate from M/s A. K. Gangaher & Co., Chartered Accountants, being the Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements of Chapter VII of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company during 10:00 A. M. to 5:00 P.M. (office hours) up to the date of declaration of results and shall also be placed before the shareholders at the Extraordinary General Meeting.

K. **Disclosure with regard to the names of issuer, its promoter or any of its directors not appearing in the list of willful defaulter as issued by RBI.**

The Company, its promoters and its directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India.

L. **Report of registered valuer:**

No report of registered valuer is required for the offer, issue and allotment of the Equity Shares and Equity Shares arising on exercise of the Warrants under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debenture) Rules, 2014, as amended.

M. **Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.**

None of the Directors or key managerial personnel or their relatives is in any way concerned or interested, financially or otherwise, in the above referred resolutions except Mr. H P Singh (Chairman cum Managing Director), Mr. Satvinder Singh (Director) and their relatives being the promoters of the Company and associated with the Proposed Warrant Allottee i.e. **M/s. Trishashna Holdings & Investments Private Limited.**

The Board of Directors recommends the resolutions as set out in item no.2 and 3 of this notice for the issue of the Warrants and the Equity Shares, on a preferential basis, to the persons belonging to the promoter category and non- promoter category by way of Special Resolution.

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

Place : New Delhi
Date : March 10, 2017

Choudhary Runveer Krishanan
Company Secretary & Compliance Officer

SATIN CREDITCARE NETWORK LIMITED
CIN: L65991DL1990PLC041796
Regd. Office: 5th Floor, Kundan Bhawan, Azadpur Commercial Complex, Azadpur, Delhi-110033 Phone: 011-47545000 Fax: 011-23328951
Corporate Office: 909-914 ABC, 9th Floor, Kanchenjunga Building, 18,Barakhamba Road, New Delhi - 110001, India
E-mail: investors@satincreditcare.com **Website**: www.satincreditcare.com

ATTENDANCE SLIP

(To be presented at the entrance)

Members are requested to complete this Attendance Slip and hand it over at the Entrance of the Hall. Only Members or their Proxies are entitled to be present at the Extraordinary General Meeting.

Name: Folio No. / DP & Client ID:

Address: No. of Shares Held:

I hereby record my presence at the Extraordinary General Meeting held on Friday the 07th day of April, 2017 at 03:00 P.M. Aiwan-e-Ghalib Auditorium, Aiwan-e-Ghalib Marg, Mata Sundari Lane, ITO, New Delhi-110002.

SIGNATURE OF THE SHAREHOLDER/PROXY *

*Strike out whichever is not applicable

SATIN CREDITCARE NETWORK LIMITED
CIN: L65991DL1990PLC041796
Regd. Office: 5th Floor, Kundan Bhawan, Azadpur Commercial Complex, Azadpur, Delhi-110033 Phone: 011-47545000 Fax: 011-23328951
Corporate Office: 909-914 ABC, 9th Floor, Kanchenjunga Building, 18,Barakhamba Road, New Delhi - 110001, India
E-mail: investors@satincreditcare.com **Website**: www.satincreditcare.com

Form No. MGT-11

PROXY FORM

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

Name of the Member(s):

Registered Address:

E-mail Id:

Folio No. / DP & Client ID:

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

1. Name: …….
2. Address: ……..
3. E-mail Id: ……
4. Signature:……. ……, or failing him

1. Name: ……..
2. Address: ……..
3. E-mail Id: ……
4. Signature:…… ……, or failing him

1. Name: ……
2. Address: …….
3. E-mail Id: ……
4. Signature: …… ……..

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Friday the 07th day of April, 2017 at 03:00 P.M. at Aiwan-e-Ghalib Auditorium, Aiwan-e-Ghalib Marg, Mata Sundari Lane, ITO, New Delhi-110002 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution 1: Increase in Authorized Share Capital.
Resolution 2: Issuance of Fully Convertible Warrants on preferential basis to the persons belonging to Promoter Category.
Resolution 3: Issuance of Equity Shares on preferential basis to the persons belonging to Non-Promoter Category.

Signed this…… day of…… 2017

Affix Re. 1 Revenue Stamp

Signature of shareholder…….....…….

Signature of Proxy holder(s)……

Note:

(1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

(2) Those Members who have multiple folios with different joint holders may use copies of this attendance slip/Proxy form.

SATIN CREDITCARE NETWORK LIMITED

CIN: L65991DL1990PLC041796

Regd. Office: 5th Floor, Kundan Bhawan, Azadpur Commercial Complex, Azadpur, Delhi-110033 Phone: 011-47545000 Fax: 011-23328951

Corporate Office: 909-914 ABC, 9th Floor, Kanchenjunga Building, 18,Barakhamba Road, New Delhi - 110001, India

E-mail: investors@satincreditcare.com **Website**: www.satincreditcare.com

Form No.MGT- 12

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

POLLING PAPER

FOR EXTRAORDINARY GENERAL MEETING SCHEDULED ON FRIDAY THE 07 DAY OF APRIL, 2017 AT 03:00 P.M. AT AIWAN-E-GHALIB AUDITORIUM, AIWAN-E-GHALIB MARG, MATA SUNDARI LANE, ITO, NEW DELHI-110002

Sl. No.....

1.Name & Registered Address of the sole/first named Member :

2. Registered folio No./DP ID No./Client ID No.*(Applicable to investors Holding Shares in dematerialized form) :

3. Class of Shares held : **Equity**

4. Number of Shares held :

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

Item No.	Item Particulars	No. of Shares	I Assent	I Dissent
1.	Increase in Authorized Share Capital.			
2.	Issuance of Fully Convertible Warrants on preferential basis to the persons belonging to Promoter Category.			
3.	Issuance of Equity Shares on preferential basis to the persons belonging to Non-Promoter Category.			

(Signature of the Shareholder) **[Name & Signature of the Proxy holder(s)]**

Place: Delhi

Date:April 07, 2017

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