SATIN CREDITCARE NETWORK LTD.

Reaching out!

29th April, 2016

To,

The Manager,
National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra East,
Mumbai-400051

Scrip Code: SATIN

The Manager
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400023

Scrip Code: 539404

The Manager,
The Calcutta Stock Exchange Ltd
7, Lyons Range
Kolkata 700001

Scrip Code: 30024

Sub: Submission of Notice of Postal Ballot and Postal Ballot Form;

Dear Sir/Madam,

Pursuant to Regulation 30 read with Para A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Postal Ballot Notice along with Postal Ballot Form, dispatched to the members of the Company (dispatch completed on 29th April, 2016) seeking approval towards:

1. Issuance of 2,50,00,000 Rated, Non-Convertible, Redeemable, Cumulative Preference Shares ("NCRCPS") on a private placement basis.
2. To Increase the maximum number of Directors of the Company from existing Fifteen to Twenty.

We request you to take the same on records and oblige.

Thanking You

Yours sincerely,
For Satin Creditcare Network Limited

For SATIN CREDITCARE NETWORK LIMITED

CHOUDHARY RUNVEER KRISHANA
COMPANY SECRETARY & COMPLIANCE OFFICER

(Choudhary Runveer Krishanan)
Company Secretary & Compliance Officer

Encl: a/a

SATIN CREDITCARE NETWORK LIMITED
CIN: L65991DL1990PLC041796
Regd. Office: 5th Floor, Kundan Bhawan,
Azadpur Commercial Complex, Azadpur, Delhi-110033
Phone: 011-47545000 Fax: 011-23328951
E-mail: investors@satincreditcare.com **Website**: www.satincreditcare.com

Postal Ballot Notice

[Notice pursuant to Section 110 of the Companies Act, 2013, read with rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read together with rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or reenactment thereof for the time being in force) and further pursuant to applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The resolution(s) appended below are proposed to be passed by the Members through postal ballot which includes electronic voting (E-Voting). The explanatory statement(s) pertaining to the aforesaid resolution(s) setting out the material facts concerning the item and the reasons thereof is annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Mr. Rajeev Bhatia, Practicing Chartered Accountant (Membership No. 089018), as the Scrutinizer for conducting the postal ballot which includes voting by electronic means in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed 'Business Reply Envelope'. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post/speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed 'Business Reply Envelope'. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than the closing of business hours (i.e. till 06.00 p.m.) on May 29, 2016 to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member.

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

The Scrutinizer will submit his report to the Chairman of the Company after the completion of the scrutiny of the postal ballots (including E-Voting). The result of postal ballot shall be declared on or before June 03, 2016 at the registered office of the company and will be communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent and shall also be displayed on the Company's website i.e. www.satincreditcare.com.

The resolutions if passed by requisite majority shall be deemed to have been passed on the last date specified for receipt of duly completed postal ballot forms or E-Voting i.e. May 29, 2016.

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

SPECIAL BUSINESS

Item No.-1 Issuance of 2,50,00,000 Rated, Non-Convertible, Redeemable, Cumulative Preference Shares ("NCRCPS") on a private placement basis

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

"RESOLVED THAT pursuant to the provisions of Sections 42, 55 and 62 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable rules, regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) or any other competent authorities from time to time to the extent applicable and other applicable Rules, Regulations, Guidelines, Notification and Circulars made thereunder (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force) and in accordance with Memorandum and Article 4 and Article 5 of the Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the listing agreements entered into by the Company with Stock Exchange(s) where the shares of the Company are listed and Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder (including any statutory amendment(s), modification(s) and or re-enactment(s) thereof, for the time being in force) and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India (GOI), the Reserve Bank of India (RBI), the Foreign Investment Promotion Board (FIPB), Securities and Exchange Board of India, Stock Exchange(s) and any other relevant statutory, governmental authorities or departments, institutions or bodies and subject to necessary agreements with the concerned parties, the consent of the Company be and is hereby accorded to the Board of Directors (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), of the Company to invite/offer, issue, and allot upto 2,50,00,000 (Two Crore and Fifty Lacs) Rated, Non-Convertible, Redeemable, Cumulative Preference Shares ("**NCRCPS**" or "**Preference Shares**") of face value of Rs.10/- (Rupees Ten only) each fully paid-up for cash at par at an issue price of Rs. 10/- (Rupees Ten only) by way of private placement through issue of offer document to identified investors (collectively called the **Investors)** (as described and identified below) on the following terms and on such other terms and conditions as set out in the Explanatory Statement annexed hereto (**Issue**):

Name of the Proposed Allottee	Category	No. of Preference Shares proposed to be issued
Karvy Capital Limited - Demeter Portfolio	Non-Promoter	2,50,00,000

The Preference Shares shall be subject to the following terms and conditions:

(a) The Preference Shares shall carry a preferential right to dividend to be determined by the Board. The dividend will be calculated pro-rata i.e. from the date of allotment of such Preference Shares;

(b) The Preference Shares shall rank for dividend in priority to the equity shares for the time being of the Company;

(c) The Preference Shares, in winding up, rank, as regards repayment of capital and arrears of dividend, whether declared or not, up to the commencement of the winding up, in priority to the equity shares;

(d) The holders of the Preference Shares will not be entitled to participate in surplus funds nor in surplus assets and profits, on winding up which may remain after the entire capital has been repaid;

(e) The holders of the Preference Shares shall have no option of conversion into equity shares of the Company;

(f) The payment of dividend on the Preference Shares shall be cumulative.

(g) The Preference Shares shall be compulsorily redeemable.

(h) The voting rights of the persons holding the Preference Shares shall be in accordance with the provisions of Section 47 and other applicable provisions, if any, of the Companies Act, 2013;

(i) The Preference Shares will be redeemed at such price, in one or more instalments on expiry of specified periods;

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Mr. H P Singh, Chairman cum Managing Director, Choudhary Runveer Krishanan, Company Secretary & Compliance Officer and Mr. Ashish Gupta, Head Finance of the Company, (**Authorised Officers**) be and are hereby severally authorized to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including appointment of any institution / bank or any other body or person for underwriting the whole or part of the issue, for appointment of where required any lead manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors and all such agencies for the issue and/or allotment of the aforesaid Preference Shares and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc., with such agencies and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment of the said Preference Shares at any stage, including utilization of the issue proceeds.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Authorised Officers be and are hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the Issue and to resolve and settle all questions, difficulties or doubts that may arise in regard to the issue, including the finalization and approval of the draft as well as final offer document(s), determining the form and manner of the Issue, finalization of the timing of the issue, determining the rate of interest, execution of various transaction documents, signing of declarations, creation of mortgage/ charge, utilization of the issue proceeds, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby delegate all or any of the powers herein conferred to any Committee of Directors or any Director(s) or executive(s)/officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Company do hereby seek admission of the Rated, Non-Convertible, Redeemable, Cumulative Preference Shares ("NCRCPS"), to be issued by the Company, to the depository system of National Securities Depository Limited and Central Depository Services (India) Limited to issue the Preference Shares in dematerialized form and enter into such agreements as may be required for the purposes of such dematerialization.

RESOLVED FURTHER THAT the Company do appoint Karvy Computershare Pvt. Ltd, a SEBI registered category I registrars to issues and securities transfer agent, as the registrar and transfer agent (RTA) upon such terms and conditions as may be mutually agreed upon.

RESOLVED FURTHER THAT the Company do and hereby appoint Credit Analysis & Research Ltd. (CARE), a SEBI registered rating agency, for obtaining the ratings for issuance of Preference Shares.

RESOLVED FURTHER THAT the above said Authorised Officers be and are hereby singly or severally authorized to sign

necessary applications and execute documents and agreements as may be required in this regard and to do acts and deeds which may be deemed necessary to implement the object of the above resolution."

Item No.-2 To Increase the maximum number of Directors of the Company from existing Fifteen to Twenty

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

"RESOLVED THAT pursuant to the provisions of Section 149 of the Companies Act, 2013 read with applicable Rules, Regulations, Guidelines, Notification and Circulars made thereunder (including any statutory modifications or re-enactments thereof for the time being in force) as amended from time to time and Article 97 of the Articles of Association of the Company, the consent of the shareholders of the Company be and is hereby accorded to increase the maximum number of directors of the Company from existing 15 (fifteen) to 20 (twenty).

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may necessary, proper or expedient to give effect to the resolution."

Registered Office:
5th Floor, Kundan Bhawan,
Azadpur Commercial Complex, Delhi-110033
CIN: L65991DL1990PLC041796

By Order of the Board of Directors
For SATIN CREDITCARE NETWORK LIMITED

Sd/-
Choudhary Runveer Krishanan
(Company Secretary & Compliance Officer)

Place: Delhi
Date: April 25, 2016

NOTES:

1. The explanatory statement pursuant to Sections 102 of the Companies Act, 2013 setting out all material facts concerning the aforesaid special business and reasons thereof are annexed hereto.
2. The Board of Directors of the company vide its meeting through Video Conferencing held on April 25, 2016 has appointed Mr. Rajeev Bhatia, Practicing Chartered Accountant (Membership No.: 089018) as Scrutinizer for conducting the postal ballot which includes voting by electronic means in a fair and transparent manner.
   a. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of members/record(s) of depositories as on cut-off date i.e. April 22, 2016. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope. Person who is not a member of the Company on April 22, 2016 should treat this notice for information purposes only.
3. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
4. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolution(s) through the E-Voting service facility arranged by National Securities Depositories Limited (NSDL). The instructions for electronic voting are annexed to this Notice.
5. The Members can opt for only one mode of voting, i.e., either by physical ballot or E-Voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
6. In case a Member is desirous of obtaining a printed Postal Ballot Form along with notice or a duplicate, he or she may send an e-mail to Choudhary Runveer Krishanan, Company Secretary & Compliance Officer of the Company at runveer.krishanan@satincreditcare.com. The Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member. Members may note that the notice and Postal Ballot Form will also be available on the Company's website www.satincreditcare.com for download.
7. A Member cannot exercise his vote by proxy on postal ballot.
8. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till May 29, 2016.
9. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 06.00 p.m.) on May 29, 2016. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered/ speed post at the expense of the Members will also be accepted. If any postal ballot is received after close of business hours on May 29, 2016, it will be considered that no reply from the Members has been received.

10. The Scrutinizer shall after the last date of receipt of postal ballot i.e., May 29, 2016 prepare and submit a consolidated report on E-Voting and voting by ballots of the total votes casted in favor and against, if any, to the Chairman or person authorized by him in writing who shall countersign the same, on June 01, 2016.

11. After receipt of report from the Scrutinizer, the Chairman or any Director of the Company duly authorized will announce the result of the voting by postal ballot at 06.00 p.m., on Friday, June 03, 2016 at the Registered Office and will also be displayed on the website of the Company (http://www.satincreditcare.com/notice.php), besides being communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent on the said date. The result of postal ballot will also be available on the website of NSDL.

VOTING THROUGH ELECTRONIC MEANS

In compliance with provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolution pursuant to Section 42, 55 and 62 and 149 of the Companies Act, 2013 for Issuance of 2,50,00,000 Rated, Non-Convertible, Redeemable, Cumulative Preference Shares ("NCRCPS") and Increase the maximum number of Directors of the Company from existing Fifteen to Twenty respectively by electronic means and the business may be transacted through E-Voting services provided by NSDL. The members may download the notice and cast their vote electronically. The website address is www.evoting.nsdl.com.

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

The instructions for members for voting electronically are as under:

I. In case of members receiving e-mail from NSDL (for members whose e-mail addresses are registered with the Company):

   a. Open the e-mail and also open password protected PDF file viz. "**SCNLpostalballotnotice2016B.pdf**" with your Client ID or Folio No. as password to open PDF file which contain your user ID and Password for e-voting. Please note that the password is an initial password.

   b. Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/

   c. Click on Member – Login.

   d. If you are already registered with NSDL for e-voting then you can use your existing user id and password.

   e. If you are logging in for the first time, please enter the user ID and Password as initial password noted in step (a) above. Click Login.

   f. The Password change menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum 8 digits/characters or a combination of both. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

   g. Once the e-Voting home page opens, click on E-Voting: Active Voting Cycles.

   h. Select EVEN (E-Voting Even Number) of Satin Creditcare Network Limited which is 103937. For an EVEN, you can login any number of times on e-voting platform of NSDL till you have voted on the resolution during the voting period.

   i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

   j. Upon confirmation, the message "Vote cast successfully" will be displayed.

   k. Once you have voted on the resolution, you will not be allowed to modify your vote.

   l. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail: evotingrajivbhatia@gmail.com with a copy marked to evoting@nsdl.co.in.

II. In case of Members receiving physical copy of the Notice of Postal Ballot (for members whose email addresses are not registered with the Company/Depositories):

   a. Initial password is provided in the enclosed Postal Ballot Form: EVEN, user id and password.

   b. Please follow all steps from Sl. No. (b) to Sl. No. (l) as mentioned in (I) above, to cast vote.

III. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-Voting User Manual for Members, available at the 'Downloads' section of www.evoting.nsdl.com.

IV. **Other Instructions:**

   a. Members of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date, i.e. April 22, 2016 may avail the facility of E-Voting.

   b. Members who are already registered with NSDL for E-Voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

c. The E-Voting period commences on April 30, 2016 at 10.00 a.m. and ends on May 29, 2016 at 06.00 p.m. The E-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.

d. Members may contact Choudhary Runveer Krishanan, Company Secretary & Compliance Officer at email: runveer.krishanan@satincreditcare.com for any information or queries pertaining to electronic voting.

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

Item No.-1

Issuance of 2,50,00,000 Rated, Non-Convertible, Redeemable, Cumulative Preference Shares ("NCRCPS" or "Preference Shares") on private placement basis

In order to augment long term resources for implementing future growth plans, it is proposed to issue rated, non-convertible, redeemable, cumulative preference shares **("NCRCPS" or "Preference Shares")** of the Company for any one or more of the following purposes: (i) augmenting long term finance for funding growth and capital expenditure (ii) pre-payment/ repayment of debt (iii) funding capital requirements in any form (iv) working capital requirements and (v) general corporate purposes. The Board of Directors believe that Preference Shares would help in optimizing capital structure of the Company including the debt : equity ratio and augmenting its long term resources, enabling redemption of Preference capital as and when required and further augmenting the Tier II capital of the Company. The provisions of the Companies Act, 2013 require the Company to seek approval of the members for issue of preference shares on private placement.

Section 62 of the Companies Act, 2013, read with the Companies (Share Capital & Debentures) Rules, 2014, provides, inter alia, that whenever it is proposed to increase the subscribed capital of a company by issue of further shares, such shares may be offered to any persons, whether or not those persons are holders of the equity shares of the company or employees of the company, if authorized by way of a special resolution. Furthermore, as per Section 42 of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, framed thereunder, a company offering or making an invitation to subscribe to securities, including Rated, Non-Convertible, Redeemable, Cumulative Preference Shares on a private placement basis, is required to obtain the prior approval of the shareholders by way of a special resolution, for each of the offers and invitations. The approval of the members is accordingly being sought by way of a special resolution under Sections 42, 55 and 62 of the Companies Act, 2013, read with the rules made thereunder, for the issue of the Preference Shares aggregating an amount not exceeding Rs. 25,00,00,000 and to offer and allot the Preference Shares on a private placement basis on the terms and conditions set out hereunder.

Given below is a statement of disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 and the terms of issue of the Preference Shares:

(i) Number of Preference Shares: 2,50,00,000 each having a face value of Rs. 10 (Rupees Ten)

(ii) Nature of Shares: Cumulative; Non Participating; Non-Convertible

(iii) Objectives of the issue : For (i) augmenting long term finance for funding growth and capital expenditure (ii) pre-payment/ repayment of debt and preference shares (iii) funding capital requirements in any form (iv) working capital requirements and (v) general corporate purposes

(iv) Manner of Issue: Private Placement by offer to identified investors

(v) Price of each Preference Share: Rs. 10/-

(vi) Basis on which the price has been arrived at: Not applicable as Shares are being issued at par.

(vii) Terms of Issue:

Issuance Mode	In demat mode only
Trading Mode	In demat mode only
Security Name	12.10% SCNL NCRCPS 2021
Rate of Dividend	12.10% p.a. on the Face Value of the NCRCPS, in case the Issuer makes payment of Dividend on July 31, for any Dividend Period during the life of the NCRCPS
Yield (XIRR)	11.75% on the Issue Price of NCRCPS
Premium on Issue	Nil
Minimum Application	1000 (Thousand) NCRCPS and in multiples of 100 (Hundred) NCRCPS thereafter
Tenor	At the end of 4 (four) years and 316 (Three Hundred and Sixteen) days from the Deemed Date of Allotment
Redemption Date	April 1, 2021
Rate of Dividend	12.10% p.a. on the Face Value of NCRCPS, in case the company (Satin Creditcare Network Limited or Issuer) makes payment of Dividend on July 31, for any Dividend Period during the life of the NCRCPS

Yield (XIRR)	11.75% on the Issue Price of NCRCPS
Settlement Mode	Settlement by way of RTGS/Fund Transfer or any other electronic mode offered by Banks.
Dividend Type	Cumulative
Listing	Unlisted
Negative Covenants	The Issuer undertakes that for so long as the NCRCPS are outstanding, the Issuer shall not undertake any of the following activities without having procured the prior written approval of Karvy Capital Limited: 1. Wind up, liquidate or dissolve its affairs unless such liquidation takes place in connection with a merger, consolidation or any other form of combination of the Issuer with another company and the resulting entity or company assumes all obligations of the Issuer with respect to the NCRCPS; 2. Make any amendment in Transaction Documents relating to the NCRCPS in a manner which may adversely affect the rights of the holder(s) of NCRCPS in any manner; 3. Enter into any compromise or arrangement or settlement generally with the secured or unsecured creditors of the Issuer which may adversely affect the rights of the holder(s) of the NCRCPS in any manner; and
Financial Covenants	1. The Capital Adequacy Ratio of the Issuer (as defined in the RBI guidelines for NBFC-MFIs) should be in line with applicable RBI Guidelines (presently at 15%) 2. Downgrade in the rating of the NCRCPS to below BBB- will result in an increase in yield by 1.0% with the increase being applicable from the date of such downgrade. 3. The sum of free reserves including securities premium and proceeds from fresh equity raised (after the Deemed Date of Allotment) at any point of time (measured from June 30, 2016), must exceed 1.25 times the outstanding amount of non-convertible redeemable preference shares issued by the Issuer and the dividend payouts under such non-convertible redeemable preference shares. 4. Unaudited or audited Financial Statements of the company, as applicable, to be made available within 60 (Sixty) days from the end of every quarter failing which penal interest of 1.00% per annum shall be levied till such time as the reports are made available. 5. Other points of information such as Asset Under Management (AUM), portfolio delinquency, capital adequacy and leverage ratios to be submitted within 60 (Sixty) days from the quarter end date.
Additional Covenants	1. Delay/Default in payment of Dividend Amount: In the event of delay/default in the payment of Dividend on the due date(s), the Issuer shall pay additional Dividend at the rate of 1.00% p.a. over the Rate of Dividend on the face value of NCRCPS for the delayed period i.e. the period commencing from and including the date on which such amount becomes due and upto but excluding the date on which such amount is actually paid. 2. Delay/Default in payment of Redemption Amount: In the event of delay/default in payment of Redemption Amount on the due date(s), the Issuer shall pay additional Dividend at the rate of 1.00% p.a. over the Rate of Dividend on the face value of the NCRCPS, for the defaulting period i.e. the period commencing from and including the date on which such amount becomes due and upto but excluding the date on which such amount is actually paid.

CREDITCARE NETWORK LTD. * SATIN * DELHI

	3. Issuer would seek no objection certificate (NOC) from Karvy Capital Limited of NCRCPS for issuing any further NCRCPS redeemable in the period from 1st April 2019 till 1st April 2021, provided that the NOC will not be unreasonably withheld. Provided further, that the Issuer will not seek the NOC if the ratio of the sum of free reserves including securities premium and proceeds from fresh equity raised (after the Deemed Date of Allotment) to the outstanding amount of NCRCPS issued by the Issuer and the dividend pay-outs under such NCRCPS and the proposed fresh issuance of NCRCPS exceeds 2.0x The rates mentioned above are independent of each other.
Day Count Basis	Actual/Actual basis All Dividend, penal amounts, interest on application money, delay/default interest shall be computed on an actual/actual basis. Where the period for which such amounts are calculated (start date to end date) includes February 29, Dividend shall be computed on a 366 days-a-year basis.
Interest on Application Money	1. In respect of Investors who get Allotment of NCRCPS in the Issue, interest on Application Money shall be payable at the Rate of Dividend (subject to deduction of income tax under statutory modification or re-enactment thereof, as applicable) on the aggregate Face Value amount of NCRCPS for the period starting from and including the date of realization of Application Money in Issuer's Bank Account upto but excluding the Deemed Date of Allotment. Such interest on Application Money shall be paid by the Issuer to the relevant Applications within 15 days from the Deemed Date of Allotment. 2. No interest on Application Money will be payable in respect of applications which are invalid and rejected for not being in accordance with the terms of the Private Placement Offer Letter.
Interest on Refund Amount (excluding valid rejections)	Interest on refund amount shall be payable at the Yield (subject to deduction of income tax under the provisions of the Income Tax Act, 1961, or any other statutory modification or re-enactment thereof, as applicable) on the aggregate Face Value amount of CNCRPS (excluding the valid rejections) for the period starting from and including the date of realization of Application Money in Issuer's Bank Account upto but excluding the Deemed Date of Allotment. If any application has been rejected on account of the said application not being in accordance with the terms of the Disclosure Document, then the relevant Applicant will not be entitled to any interest on the amounts refunded to the said Applicant. The refund amount as well as the interest on the refund amount, as applicable, shall be paid by the Issuer to the unsuccessful Applicants within 7 days from the Deemed Date of Allotment.
Depositories	National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL")
Registrar	Karvy Computershare Private Limited
Governing Law and Jurisdiction	The NCRCPS shall be governed by and shall be construed in accordance with the existing laws of India. Any dispute arising thereof shall be subject to the exclusive jurisdiction of the courts and tribunals at the city of Delhi.

Due Date	The date on which the CNCRPS are to be redeemed or any date on which the Dividend is due and payable to the holders of the CNCRPS
Record Date	15 calendar days prior to each Dividend Payment Date and Redemption Date
Business Days/Working Days	Business Days/Working Days shall be all days (excluding Saturdays, Sundays and public holidays) on which commercial banks are open for business in the city of Mumbai, Maharashtra and Delhi except with reference to Issue Schedule and Record Date, where Business Days/Working Days shall mean all days, excluding Saturdays, Sundays and public holidays in Mumbai or at any other payment centre notified in terms of the Negotiable Instruments Act, 1881.
Business Day Convention	If any Dividend Payment Date falls on a day that is not a Business Day, the payment shall be made by the Issuer on the immediately succeeding Business Day without any obligations for paying interest/dividend for the intervening period. If the Redemption Date falls on a day that is not a Business Day, the redemption proceeds shall be paid by the Issuer on the immediately preceding Business Day along with Dividend accrued on the NCRCPS upto but excluding the date of such payment. In the event the Record Date falls on a day which is not a Business Day, the immediately succeeding Business Day will be considered the Record Date.
Rights of the holder(s) of NCRCPs	In pursuance of sub-section (2) of Section 47 of the Companies Act, 2013, every member of the Company holding NCRCPS shall, in respect of such capital, have a right to vote only on resolutions placed before the Company which directly affect the rights attached to his NCRCPS and, any resolution for the winding up of the Company or for the repayment or reduction of its equity or preference share capital and his voting right on a poll shall be in proportion to his share in the paid-up preference share capital of the Company. Provided that the proportion of the voting rights of equity shareholders to the voting rights of the holders of NCRCPS shall be in the same proportion as the paid-up capital in respect of the equity shares bears to the paid-up capital in respect of the NCRCPS. However in case where the dividend in respect of the NCRCPS have not been paid for a period of two years or more, such holder(s) of NCRCPS shall have a right to vote on all the resolutions placed before the Company. In pursuance of sub-section (6) of Section 230 of the Companies Act, 2013, where, at a meeting, held in pursuance of sub-section (1), majority of persons representing three-fourths in value of the creditors, or class of creditors or members or class of members, as the case may be, voting in person or by proxy or by postal ballot, agree to any compromise or arrangement and if such compromise or arrangement is sanctioned by the Tribunal by an order, the same shall be binding on the Company, all the creditors, or class of creditors or members or class of members, as the case may be, or, in case if the Company is being winded up, on the liquidator and the contributories of the Company. In pursuance of sub-section (7) of Section 230 of the Companies Act, 2013, an order made by the Tribunal under sub-section (6) shall provide for (a) where the compromise or arrangement provides for conversion of NCRCPS into equity shares, such holders of NCRCPS shall be given an option to either obtain arrears of dividend in cash or accept equity shares equal to the value of the dividend payable or (b) if the compromise or arrangement results in the variation of the shareholders' rights, it shall be given effect to under the provisions of section 48 of the Companies Act, 2013.

	In pursuance of sub-section (1) of Section 230 of the Companies Act, 2013, where a compromise or arrangement (including a reorganisation of the company's share capital by the consolidation of shares of different classes or by the division of shares into shares of different classes, or by both of the methods) is proposed (a) between a company and its creditors or any class of them; or (b) between a company and its members or any class of them, the Tribunal may, on the application of the company or of any creditor or member of the company, or in the case of a company which is being wound up, of the liquidator, order a meeting of the creditors or class of creditors, or of the members or class of members, as the case may be, to be called, held and conducted in such manner as the Tribunal directs.
Declaration of Dividend/Dividend Policy	In pursuance of Section 123 of the Companies Act, 2013: 1. No dividend shall be declared or paid by the Company for any financial year except out of the profits of the Company for that year arrived at after providing for depreciation or out of the profits of the Company for any previous financial year or years arrived at after providing for depreciation and remaining undistributed, or out of both. 2. The Company may, before the declaration of any dividend in any financial year, transfer such percentage of its profits for that financial year as it may consider appropriate to the reserves of the Company, provided that where, owing to inadequacy or absence of profits in any financial year, the Company proposes to declare dividend out of the accumulated profits earned by it in previous years and transferred by the Company to the reserves, such declaration of dividend shall not be made except in accordance with such rules prescribed in this behalf, provided further that no dividend shall be declared or paid by the Company from its reserves other than free reserves. 3. The Board of Directors of the Company may declare interim dividend during any financial year out of the surplus in the profit and loss account and out of profits of the financial year in which such interim dividend is sought to be declared, provided that in case the Company has incurred loss during the current financial year up to the end of the quarter immediately preceding the date of declaration of interim dividend, such interim dividend shall not be declared at a rate higher than the average dividends declared by the company during the immediately preceding three financial years. 4. As per provisions of the Companies Act, 2013, the Issuer can pay dividends on recommendation by its Board of Directors and approval by majority of its shareholders at the Annual General Meeting. The Articles of Association of the Company also give the Board of Directors, the discretion to declare and pay interim dividends without shareholders' approval at an annual general meeting. The declaration and payment of dividend shall be governed by the applicable provisions of the Companies Act, 2013 and the Articles of Association of the Issuer and would depend on a number of other factors, including the performance, financial results, capital requirements and availability of surplus, contractual restrictions of the Issuer and other factors considered relevant by the Board of Directors of the Company. The Issuer has not been prohibited or restricted from payment of dividends by virtue of any default of its contractual obligations or otherwise. The Issuer shall pay dividend to the holder(s) of NCRCPS in accordance with the terms of this Issue and applicable laws. In the event the dividend is not paid in a particular year, the same shall be accumulated and paid along with the dividend payout in the next year. To the extent permissible under applicable laws, if there are no profits or general reserves available at the Company's disposal to declare dividend, which is required to be paid in respect of the NCRCPS on the Redemption Date, then an amount equal to the sum of: (i) all accrued and unpaid dividends due in respect of the NCRCPS; and (ii) dividend due on the

	NCRCPS on the last due date; shall be paid to the holders of NCRCPS along with the Redemption Amount. Once the NCRCPS are redeemed, the holders of NCRCPS will have no further claims for the accrued but unpaid dividend. In pursuance of rule 3 of the Companies (Declaration and Payment of Dividend) Rules, 2014, in the event of inadequacy or absence of profits in any year, the Company may declare dividend out of free reserves subject to the fulfilment of the following conditions: 1. The rate of dividend declared shall not exceed the average of the rates at which dividend was declared by it in the three years immediately preceding that year, provided that this sub-rule shall not apply to a company, which has not declared any dividend in each of the three preceding financial year. 2. The total amount to be drawn from such accumulated profits shall not exceed one-tenth of the sum of its paid-up share capital and free reserves as appearing in the latest audited financial statement. 3. The amount so drawn shall first be utilised to set off the losses incurred in the financial year in which dividend is declared before any dividend in respect of equity shares is declared. 4. The balance of reserves after such withdrawal shall not fall below 15% of its paid up share capital as appearing in the latest audited financial statement. 5. The Company shall not declare dividend unless carried over previous losses and depreciation not provided in previous year are set off against profit of the Company of the current year the loss or depreciation, whichever is less, in previous years is set off against the profit of the Company for the year for which dividend is declared or paid.
Transaction Documents	The Issuer has executed/ shall execute the documents including but not limited to the following in connection with the Issue: 1. Rating letter and rating rationale from the Rating Agency; 2. Disclosure Document setting out the terms upon which the CNCRPS shall be issued; 3. Preference share subscription agreement
Conditions Precedent to subscription of CNCRPS	The subscription from the Applicants shall be accepted for allocation and precedent to subscription of CNCRPS allotment by the Issuer subject to the following: 1. Rating letter from the Rating Agency not being more than one month old from the Issue Opening Date; 2. Rating Rationale from the Rating Agency to be made available to the investors.
Conditions Subsequent to subscription of CNCRPS	The Issuer shall ensure that the following documents are executed/ activities are completed as per time frame mentioned herein: 1. Credit of demat account(s) of the Allottee(s) by number of (CNCCRPS) allotted within 15 Business Days from the Deemed Date of Allotment. 2. Besides, the Issuer shall perform all activities, whether mandatory or otherwise, as mentioned in the Disclosure Document.

SATIN CREDITCARE NETWORK LTD. DELHI

Proposed Dividend Payment Mechanism:

Dividend Payment Date and Redemption/Maturity Date	Dividend for the Period		Number of Days	Day Count Convention	Applicable Rate of Dividend	Payment made and received by the holders of NCRCPS (Rs.)
	From and including	Up to and including				
July 31, 2017	May 21, 2016	Mar 31, 2017	315	365	12.10%	26,106,164
July 31, 2018	April 01, 2017	Mar 31, 2018	365	365	12.10%	30,250,000
July 31, 2019	April 01, 2018	Mar 31, 2019	365	365	12.10%	30,250,000
July 31, 2020	April 01, 2019	Mar 31, 2020	366	365	12.10%	30,332,877
April 01, 2021	April 01, 2020	April 01, 2021	366	365	12.10%	30,332,877
XIRR						**11.75%**

- All amounts above are net of any dividend distribution tax. If any dividend distribution tax is applicable on the above payments, the Issuer must gross up the Dividend such that the above amounts are received by the Investor.

If the Dividend Payment Dates are different from the dates stated above, the Dividend shall be calculated such that the Investor's Yield is maintained at the time of each payout. However, the last Dividend Payment Date must coincide with the Redemption Date.

(viii) Terms of Redemption; Manner and Mode of Redemption:

Redemption	At the end of 4 (four) years and 316 (Three Hundred and Sixteen) days from the Deemed Date of Allotment
Redemption Date	April 1, 2021
Settlement Mode	Settlement by way of RTGS/Fund Transfer or any other electronic mode offered by Banks.
Redemption Premium	Not Applicable
Redemption Amount	Face Value amount of Rs. 10 per NCRCPS plus any Dividend accrued but not paid on any previous Dividend Payment Date(s) as well as the Dividend accrued upto the Redemption Date.
Transfer	The NCRCPS shall be freely transferable subject to guidelines laid down by SEBI, RBI, the Depositories, Memorandum and Articles of Association of the Issuer.
Mode of Redemption	In pursuance of sub-rule (6) of rule 9 of the Companies (Share Capital & Debentures) Rules, 2014, the Company shall redeem the NCRCPS as per terms specified in the Private Placement Offer Letter or as varied after due approval of holder(s) of the NCRCPS under Section 48 of the Companies Act, 2013. In pursuance of Section 55 of the Companies Act, 2013, the NCRCPS shall be redeemed out of the profits of the Company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purpose of such redemption.
Capital Redemption Reserve	In pursuance of Section 55 of the Companies Act, 2013, in the event that the Issuer decides to redeem the NCRCPS otherwise than out of proceeds realized from issuance of fresh shares, i.e. out of the profits of the Company which would otherwise be available for dividend, the Company shall, out of such profits, transfer a sum equal to the nominal amount of the NCRCPS to be redeemed, to the Capital Redemption Reserve Account, and the provisions of the Companies Act, 2013 relating to reduction of share capital of the Company shall apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company. The Capital Redemption Reserve Account may also be applied by the Company in paying up unissued shares of the Company to be issued to members of the Company as fully paid bonus shares.

(ix) Current Shareholding Pattern of the Company (As on March 31, 2016):

Sl. No.	Particulars/Category	No. of Shares	Percentage (%)
1	Promoter/Promoter Group	11564728	36.19
2	Foreign Body Corporate	15646632	48.98
3	Public Shareholders	4263458	13.34
4	Satin Employee Welfare Trust	476543	1.49
	Total	**31951361**	**100.00**

(x) Expected Dilution due to Issue: As the NCRCPS are non-convertible, there will be no dilution in equity shares of the Company.

None of the directors, manager, key managerial person of the Company, and any relatives of such director, manager, key managerial personnel are in anyway concerned or interested in the resolution.

The Board recommends the above resolution for the approval of the members with requisite special majority.

Item No.-2

To Increase the maximum number of Directors of the Company from existing fifteen to twenty

At present the Company is comprising of fourteen directors out of which one is Chairman cum Managing Director five are Nominee directors, seven are Independent directors and one is Non-Executive and Non-Independent Director. Further pursuant to article 97 of the articles of association of the Company a maximum of fifteen directors can be appointed on the board of the Company.

Keeping in mind the growing size of the Company in terms of portfolio and related relations, it is expected that management will enhance its bandwidth. To meet the new challenges, it is important that the company's Board be strengthened as well. The Company accordingly needs to have set of directors with appropriate qualifications, skills, experiences and for background in diverse or related fields.Therefore it is pertinent to enhance the limit of directors from existing fifteen to twenty.

None of the directors, manager, key managerial person of the Company, and any relatives of such director, manager, key managerial personnel are in anyway concerned or interested in the resolution.

The Board recommends the above resolution for the approval of the members with requisite special majority.

By Order of the Board of Directors
For SATIN CREDITCARE NETWORK LIMITED

Sd/-
Choudhary Runveer Krishanan
(Company Secretary & Compliance Officer)

Registered Office:
5th Floor, Kundan Bhawan,
Azadpur Commercial Complex, Delhi-110033
CIN: L65991DL1990PLC041796

Place: Delhi
Date: April 25, 2016

SATIN CREDITCARE NETWORK LIMITED

CIN: L65991DL1990PLC041796
Regd. Office: 5th Floor, Kundan Bhawan,
Azadpur Commercial Complex, Azadpur, Delhi-110033
Phone: 011-47545000 Fax: 011-23328951
E-mail: investors@satincreditcare.com **Website:** www.satincreditcare.com

POSTAL BALLOT FORM

Srl. No. :

1. Name & Registered Address of the sole/first named Member :
2. Name(s) of the joint Member(s),if any. :
3. Registered folio No./DP ID No./Client ID No.*(Applicable to investors Holding Shares in dematerialized form) :
4. Number of Shares held :
5. I/We hereby exercise my/our votes in respect of the Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company dated April 25, 2016 by sending my/our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below.

Sl. No.	Item	No. of Shares	Assent/Dissent	Please tick (✓) in the appropriate box below
1	Special resolution for Issuance of 2,50,00,000 Rated, Non-Convertible, Redeemable, Cumulative Preference Shares ("NCRCPS")		I/We assent to the Resolution	
			I/We dissent to the Resolution	
2	Special resolution for increase the maximum number of Directors of the Company from existing fifteen to upto twenty		I/We assent to the Resolution	
			I/We dissent to the Resolution	

Date:

Place:

Signature of the Memeber
(Refer Instruction 5 overleaf)

ELECTRONIC VOTING PARTICULARS

E-Voting Event Number (EVEN)	USER ID	PASSWORD
103937		

Commencement of E-Voting	End of E-Voting
April 30, 2016 at 10.00 a.m	May 29, 2016 at 06.00 p.m

Note: Please read carefully the instructions printed overleaf before exercising your vote.

Instructions:

1. A Member desiring to exercise his/her vote by Postal Ballot may complete this Postal Ballot Form and send it to the Company in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelope containing Postal Ballot, if sent by courier or by hand at the expense of the registered Member will also be accepted.
2. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. The self-addressed & postage-prepaid reply envelope bearing the name of the Scrutinizer appointed by the Board of Directors of the Company is enclosed herewith.
4. Consent must be accorded by placing a tick mark [✓] in the column 'I assent to the resolution' or dissent must be accorded by placing a tick mark [X] in the column 'I dissent to the resolution'
5. This Form should be completed and signed by the Member. In case of joint holding, this Form should be completed and signed (as per the specimen signature Registered with the Company) by the first named Member and in his absence, by the next named Member.
6. There will be one Postal Ballot Form for every Folio irrespective of the number of joint holders.
7. The Postal Ballot shall not be exercised by a Proxy.
8. The votes of a member will be considered invalid on any of the following grounds:
   a) If the Member's signature does not tally.
   b) If the member has marked his/ her/ its vote both for 'Assent' and 'Dissent' to the resolution in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceeds total number of shares held.
   c) If the Postal Ballot Form is unsigned, incomplete or incorrectly filled.
   d) If the Postal Ballot Form is torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either, the member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above grounds.
   e) A form other than one issued by the company has been used;
   f) It has not been signed by or on behalf of the Member;
   g) Neither assent nor dissent is mentioned;
   h) Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;
   i) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
   j) It is received from a Member who is in arrears of payment of calls;
   k) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
9. The Scrutinizer's decision on the validity of a Postal Ballot will be final.
10. Duly completed Postal Ballot Forms should reach the Company not later than the close of working hours on May 29, 2016. All Postal Ballot Forms received after this date will be strictly treated as if the reply from the Member(s) has not been received.
11. A Member may request for a duplicate Postal ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date specified above.
12. Voting rights shall be reckoned on the paid up value of Shares registered in the name of the Members on the date of cut off i.e. April 22, 2016.
13. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authorization together with specimen signature(s) of the duly authorized signatories.
14. Members are requested not to send any other paper alongwith the Postal Ballot Form in the enclosed self addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
15. Postal Ballot form received by fax will be rejected as if reply from Member has not been received unless the original Postal Ballot Form is received within prescribed time period.
16. A Member need not use all his/ her votes nor does he/ she need to cast his/ her votes in the same way.
17. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as an intimation only.
18. In case a Member cast vote both by way of postal ballot and E-Voting, then the vote casted through E-Voting will be accepted without considering the time at which the vote was casted by either of the method.

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