



SATIN CREDITCARE NETWORK LIMITED

CIN: L65991DL1990PLC041796

Regd. Office: 5th Floor, Kundan Bhawan,
Azadpur Commercial Complex, Azadpur, Delhi-110033
Corporate Office: Plot No. 492, Udyog Vihar, Phase – III,
Gurugram, Haryana – 122016

Phone: 0124-4715400; **Website:** www.satincreditcare.com

Email Id: secretarial@satincreditcare.com

NOTICE TO SHAREHOLDERS

Notice is hereby given that the Extra-Ordinary General Meeting (“**EGM**”) of the Shareholders of Satin Creditcare Network Limited (“**Company**”) will be held on Friday, December 31, 2021 at 11:00 A.M. (IST) through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) facility (“**Notice**”), to transact the following businesses: -

SPECIAL BUSINESSES

ITEM NO. 1: INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 13, 61(1) read with Section 64 and all other applicable provisions of the Companies Act, 2013 (the “**Companies Act**”) read with the rules framed thereunder [including any statutory modification(s) or re-enactment thereof for the time being in force] and the provisions of Memorandum of Association and the Articles of Association of the Company, the provisions of 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; and such other statutes, laws, rules, regulations, guidelines, circulars, directions, notifications and clarifications as applicable from time to time and subject to such other consent(s), permission(s), sanction(s), if any, as may be required from the 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 1,80,00,00,000 (Indian Rupees One Hundred and Eighty Crore only) divided into 10,50,00,000 (Ten Crore and Fifty Lakhs) equity shares of INR 10/- (Indian Rupees Ten only) each and 7,50,00,000 (Seven Crore and Fifty Lakhs) Preference Shares of INR 10/- (Indian Rupees Ten only) each by creation of additional 1,00,00,000 (One Crore) equity shares of INR 10/- (Indian Rupees Ten only) each.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 13, 61 and 64 and other applicable provisions of the Companies Act, and rules made there under [including any statutory modification(s) 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 replaced with the following new Clause V:

“V. The Authorised Share Capital of the Company is INR 1,80,00,00,000/- (Indian Rupees One Hundred and Eighty Crore only) divided into 10,50,00,000 (Ten Crore and Fifty Lakhs) Equity Shares of INR 10/- (Indian Rupees Ten only) each and 7,50,00,000 (Seven Crore and Fifty Lakhs) Preference Shares of INR 10/- (Indian Rupees Ten only) each.”

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, the Board of Directors, Chief Financial Officer and Company Secretary & Compliance Officer of the Company, be and are hereby severally authorised to take such steps and to do and perform all such acts, deeds,

matters and things and make, sign and file such applications/ forms with Registrar of Companies and/ or any other statutory authorities as may be required and accept any alteration(s) or modification(s) as may be necessary for the purpose of giving effect to the aforesaid resolutions and for matters connected therewith or incidental thereto or to settle any question or difficulty that may arise in this regard, in such manner as they may deem fit.”

ITEM NO. 2: ISSUANCE OF EQUITY SHARES ON A PREFERENTIAL BASIS TO THE PERSONS BELONGING TO THE 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 Sections 42, 62 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 (the "**Companies Act**") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) 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 in Memorandum and Articles of Association of the Company, provisions of 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, and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("**SEBI**"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, SEBI and/or any other competent authorities, and subject to the approvals, consents, permissions and/or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s), The Reserve Bank of India, The Competition Commission of India, Registrar of Companies and any other relevant statutory, regulatory, 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 to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the Shareholders of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, 30,76,920 (Thirty Lakhs Seventy Six Thousand Nine Hundred and Twenty) equity shares of face value of INR 10/- (Indian Rupees Ten only) each of the Company ("**Equity Share**") fully paid up, for cash, to be issued at a price of INR 81.25/- (Indian Rupees Eighty One and Twenty Five Paise only) per Equity Share ("**Issue Price**"), being not less than the minimum price as on the 'Relevant Date' determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for an amount not exceeding INR 25,00,00,000/- (Indian Rupees Twenty Five Crore only), on such further terms and conditions as may be determined by the Board of Directors, to the persons belonging to the 'Non-Promoter' Category ("**Proposed Equity Allottee(s)**"), in the manner as follows:

S. No.	Name of the Proposed Equity Allottee	Category	No. of Equity Shares
1.	Aarti Agrifeeds LLP	Non-promoters	7,69,230
2.	Adesh Agricare LLP	Non-promoters	7,69,230
3.	Adesh Agrifarm LLP	Non-promoters	7,69,230
4.	Trimudra Trade & Holdings Private Limited	Non-promoters	7,69,230
Total			30,76,920

RESOLVED FURTHER THAT the '**Relevant Date**', as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue price of the Equity Shares proposed to be allotted to the above mentioned allottees is Wednesday, December 1, 2021 *i.e.*, being the date, which is 30 days prior to the date of this Extra-Ordinary General Meeting (*i.e.* Friday, December 31, 2021).

RESOLVED FURTHER THAT the Equity Shares to be issued to the Proposed Equity Allottee(s) in the preferential issue shall be listed on the Stock Exchanges where the existing Equity Shares are listed.

RESOLVED FURTHER THAT the monies received by the Company from the Proposed Equity Allottee(s) for application of the Equity Shares against the preferential issue shall be kept by the Company in a separate account opened/designated by the Company for this purpose and shall be utilized by the Company in the manner as approved by the Board and in accordance with the provisions of the Companies Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the Proposed Equity Allottee(s) through private placement offer letter in Form PAS – 4 as prescribed under the Companies Act after passing of this shareholders' resolution with a stipulation that the allotment would be made only upon receipt of in-principle approval from each of the Stock Exchange(s), receipt of the consideration as aforesaid and within the timelines prescribed under applicable laws.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolutions, the aforesaid issue of Equity Shares on a preferential basis, shall be subject to the following terms and conditions apart from other conditions as specified in the explanatory statement under Section 102 of the Companies Act annexed hereto:

- a) The Proposed Equity Allottees shall be required to bring in 100% of the consideration, for the Equity Shares to be allotted to such Proposed Equity Allottees, on or prior to the date of allotment thereof from their respective bank accounts.
- b) The pre-preferential shareholding (if any) of the Proposed Equity Allottee(s) and Equity Shares to be allotted to the Proposed Equity Allottee shall be under a lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- c) The Equity Shares to be allotted to the Proposed Equity Allottees 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.
- d) The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing this resolution, provided that where the allotment of the Equity Shares is pending on account of pendency of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval or permissions.
- e) Allotment of Equity shares shall only be made in dematerialized form.

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

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, Chairman cum Managing Director, Chief Financial Officer and Company Secretary & Compliance Officer of the Company be and are hereby authorized severally on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient,

including without limitation to make 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 Board of Directors/Committee(s), Chairman cum Managing Director, Chief Financial Officer and Company Secretary & Compliance Officer 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.”

ITEM NO 3: ISSUANCE OF FULLY CONVERTIBLE WARRANTS ON A PREFERENTIAL BASIS TO PERSONS BELONGING TO THE ‘PROMOTER & PROMOTER GROUP’ AND ‘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 Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "**Companies Act**") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) 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 in Memorandum of Association and Articles of Association of the Company, provisions of the uniform listing agreement entered into with the relevant stock exchanges 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**"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s), The Reserve Bank of India, The Competition Commission of India, Registrar of Companies and any other relevant statutory, regulatory, 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 to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, upto 2,46,15,384 (Two Crore Forty Six Lakhs Fifteen Thousand Three Hundred and Eighty Four) fully convertible warrants ("**Warrants**"), at an issue price of INR 81.25/- (Indian Rupees Eighty One and Twenty Five Paise only) per Warrant ("**Warrant Issue Price**"), being not less than the minimum price as on the 'Relevant Date' determined in accordance with the provisions

of Chapter V of SEBI ICDR Regulations, to be convertible at an option of Proposed Warrant Allottee(s) (as defined below) in one or more tranches, within 18 (Eighteen) months from its allotment date into equivalent number of fully paid-up equity shares of face value of INR 10/- (Indian Rupees Ten only) each of the Company (“**Equity Share**”), for cash for an amount not exceeding **INR 200,00,00,000/- (Indian Rupees Two Hundred Crore only)** and to issue and allot fresh Equity Shares on the conversion of Warrants on such further terms and conditions as may be determined by the Board of Directors, to the persons belonging to the ‘Promoter & Promoter Group’ and ‘Non-Promoter’ Category (“**Proposed Warrant Allottee(s)**”), in the manner as follows:

S. No.	Name of the Proposed Warrant Allottee	Category	No. of Warrants
1.	Trishashna Holdings & Investments Private Limited	Promoter & Promoter Group	1,23,07,692
2.	Florintree Ventures LLP	Non-Promoter	1,23,07,692
Total			2,46,15,384

RESOLVED FURTHER THAT the '**Relevant Date**', as per the provisions of Chapter V of the SEBI ICDR Regulations, for the purpose of determining the minimum issue price/ conversion price of the Warrants/ Equity Shares to be issued on conversion of Warrants to the above mentioned Proposed Warrant Allottees is Wednesday, December 1, 2021 *i.e.*, being the date, which is 30 days prior to the date of this Extra-Ordinary General Meeting (*i.e.* Friday, December 31, 2021).

RESOLVED FURTHER THAT the Board, be and is hereby authorized to make an offer to the Proposed Warrant Allottee(s) through private placement offer letter in Form PAS – 4 as prescribed under the Companies Act after passing of this shareholders’ resolution with a stipulation that the allotment would be made only upon receipt of in-principle approval from each of the Stock Exchange(s), receipt of the consideration as aforesaid and within the timelines prescribed under applicable laws.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolutions, the aforesaid issue of Warrants on a preferential basis, shall be subject to the following terms and conditions apart from other conditions as specified in the explanatory statement under Section 102 of the Companies Act annexed hereto:

- a) Each Warrant held by the Proposed Warrant Allottee(s) shall entitle the Proposed Warrant Allottee(s) to apply for and be allotted 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(s) shall, on or before 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 Proposed Warrant Allottee(s) at the time of exercising the Warrants.
- c) 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 Proposed Warrant Allottee(s).
- d) In the event the Proposed Warrant Allottee(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- e) Warrants, being allotted to the Proposed Warrant Allottee(s) and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under a lock- in for such period as may be prescribed under SEBI ICDR Regulations.

- f) The pre-preferential shareholding (if any) of the Proposed Warrant Allottee(s) shall be under a lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- g) 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.
- h) The Warrants shall be allotted within a period 15 (fifteen) days from the date of passing this resolution, provided that where the allotment of the Warrants is pending on account of pendency of any approval or permission of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval or permission.
- i) Warrants and the Equity Shares to be issued and allotted by the Company upon exercise of any Warrants shall, in each case, be in dematerialized form.
- j) 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.
- k) The Proposed Warrant Allottee(s) shall be entitled to exercise its option to convert any or all of the Warrants into equity shares of the Company in one or more tranches after giving a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate Warrant Exercise Price payable thereon, without any further approval from the members of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of equity shares of the Company to the Proposed Warrant Allottee(s).
- l) Upon exercise by the Proposed Warrant Allottee of the Warrants, the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required to give effect to such issue, including but not limited to delivering to the Proposed Warrant Allottee, evidence of the credit of such Equity Shares to the demat account of the Proposed Warrant Allottee and entering the name of the Proposed Warrant Allottee in the records of the Company as the registered owner of such Equity Shares.
- m) The Warrants by itself until converted into Equity Shares, do not give to the Proposed Warrant Allottee(s) any voting rights in the Company in respect of such Warrants.
- n) The Proposed Warrant Allottee(s) shall be entitled to all future corporate actions including but not limited to issue of bonus / rights, if any, and the Company shall reserve proportion of such entitlement for the Proposed Warrant Allottee(s).
- o) In the event that the Company completes any form of capital restructuring prior to the exercising of the Warrants, then, the number of Equity Shares that are issued against the exercise of each Warrant and the price payable for such Equity Shares, shall be appropriately adjusted in a manner that, to the extent permitted by applicable laws, Proposed Warrant Allottee(s): (a) receives such number of Equity Shares that Proposed Warrant Allottee(s) would have been entitled to receive; and (b) pays such consideration for such Equity Shares to the Company which Proposed Warrant Allottee(s) would have been required to pay, had the Warrants been exercised immediately prior to the completion of such capital restructuring.

RESOLVED FURTHER THAT the Equity Shares proposed to be issued and allotted upon exercise of the Warrants shall rank *pari-passu* in all respects including as to dividend, with the existing Equity Shares, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, Chairman cum Managing Director, Chief Financial Officer and Company Secretary & Compliance Officer, 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 without limitation to make application to Stock Exchanges for obtaining of in-principle approval, listing of equity shares allotted pursuant to conversion of warrants, 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 in connection with any of the foregoing resolutions, the Board of Directors/Committee(s), Chairman cum Managing Director, Chief Financial Officer and Company Secretary & Compliance Officer 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."

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

Place: Gurugram
Date: December 6, 2021

Vipul Sharma
Company Secretary & Compliance Officer

NOTES:

- a) Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read together with the rules made thereunder and Regulation 163 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 in respect of the business under Item No. 1 to 3 of the Notice is annexed hereto and forms part of this Notice.
- b) In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("**MCA**") has, vide its General Circulars no. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020 and 10/2021 dated June 23, 2021 (collectively referred to as "**MCA Circulars**") and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (collectively referred to as "**SEBI Circulars**") permitted holding of the EGM through Video Conferencing/Other Audio Visual Means ("**VC/OAVM**"), without the physical presence of the shareholders at a common venue. Accordingly, the EGM of the Company is being held through VC/OAVM. Instructions for attending the meeting through VC/OAVM and remote e-voting are prescribed in the Notice.
- c) In line with the various MCA Circulars and SEBI Circulars, Notice of the EGM is being sent only through electronic mode to those shareholders whose email addresses are registered with the Company/ Depositories ("**DP**") and whose names appears in the Register of Members as on December 3, 2021. Shareholders may note that the Notice of EGM (along with explanatory statement) will also be available on the Company's website www.satincare.com, website of BSE (www.bseindia.com), NSE (www.nseindia.com) and website of e-voting agency at www.evotingindia.com.
- d) Pursuant to the provisions of the Companies Act, 2013, a shareholder entitled to attend and vote at the EGM is also entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a shareholder of the Company. Since this EGM is being held pursuant to the aforesaid MCA Circulars and SEBI Circulars through VC/OAVM, physical attendance of shareholders has been dispensed with. **Accordingly, the facility for appointment of proxies by the shareholders will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
- e) Since the EGM is held through VC/OAVM, the Route Map is also not annexed with this Notice.
- f) Shareholders attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. Shareholders can attend and participate in the EGM through VC/OAVM only.
- g) Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of their respective Board or governing body Resolution / Authorization etc., authorizing their representative to attend the EGM through VC / OAVM on their behalf and to vote through remote e-Voting. The said Resolution / Authorization shall be sent to the Scrutinizer by e-mail on its registered e-mail address to rajivbhatia251@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.
- h) The proceedings of the EGM shall be deemed to be conducted at the Corporate Office of the Company at Plot No. 492, Phase-III, Udyog Vihar, Gurugram, Haryana-122016, which shall be the deemed venue of the EGM.
- i) The Company hereby requests all its shareholders to register their e-mail IDs if not yet registered, to promote green initiative and to enable the Company to provide all communications to the shareholders through e-mail.

Shareholders holding shares in physical form are requested to intimate their e-mail address to Link Intime India Pvt. Ltd., Noble Heights, 1st Floor, Plot NH 2, C-1 Block, LSC, Near Savitri Market, Janakpuri, New Delhi - 110 058, Registrar & Share Transfer Agent/ Company either by e-mail at swapann@linkintime.co.in or secretarial@satincare.com by sending a communication, in

a prescribed format, at the above mentioned address or at the Registered Office/ Corporate Office of the Company. A copy of the prescribed format is attached at **Annexure-A**. Shareholders holding shares in dematerialized form are also requested to contact their respective DP for registering their e-mail IDs.

- j) Shareholders holding shares in physical form are requested to dematerialize their holding in order to eliminate all risks associated with physical share certificate. Shareholders can contact the Company or its RTA for further assistance. Further, effective from April 1, 2019, requests for effecting transfer of securities shall not be processed unless the securities are held in a dematerialized form with a depository except in case of transmission or transposition of securities as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
- k) Shareholders holding shares in physical form, in identical order of names, in more than one folio are requested to send to the RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such shareholders after making requisite changes.
- l) In case of joint holders, the shareholders whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
- m) Electronic copy of all documents referred to in this Notice of EGM will be available for inspection by shareholders in electronic mode, Shareholders are requested to write to secretarial@satincreditcare.com for inspection, which shall be made available electronically for inspection to the shareholders.
- n) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at secretarial@satincreditcare.com. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at secretarial@satincreditcare.com. These queries will be replied by the Company suitably by email.
- o) The Securities and Exchange Board of India (SEBI) vide Circular (SEBI/HO/MIRSD/DOP1/CIR/P/2018/73) dated April 20, 2018 has mandated the submission of Permanent Account Number (PAN) and bank details by every participant in securities market. Shareholders holding shares in electronic form are mandatorily required to submit their PAN and Bank details to their depository participants with whom they are maintaining their demat accounts. Shareholders holding shares in physical form can submit their PAN and Bank details to the Company/ RTA. Shareholders who have not updated their details are requested to send their PAN and Bank details in terms of the said SEBI circular.
- p) Shareholders of the Company holding shares either in physical form or in electronic form as on the cut-off date i.e. **Friday, December 24, 2021** may cast their vote by remote e-Voting. The remote e-Voting period commences on **Tuesday, December 28, 2021 at 10:00 A.M. (IST)** and ends on **Thursday, December 30, 2021 at 5:00 P.M. (IST)**. The remote e-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholders of the Company, the shareholder shall not be allowed to change it subsequently. The voting rights of the shareholders of the Company (for voting through remote e-voting before/ during the EGM) shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e., **Friday, December 24, 2021**.
- q) Mr. Rajeev Bhatia, a Practicing Chartered Accountant (Membership No. 089018), has been appointed as "Scrutinizer" to scrutinize the e-Voting process and voting at the EGM in a fair and transparent manner and he has communicated his willingness to be appointed.
- r) The Scrutinizer shall, immediately after the conclusion of voting at the EGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the EGM, a Scrutinizer Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

- s) The results declared along with the Scrutinizer's Report shall be placed on the website of the Company at www.satincare.com and on the website of CDSL, immediately after the declaration of result by the Chairman or any person authorized by him in writing. The results shall also be forwarded to the Stock Exchanges where the shares of Company are listed.
- t) Subject to receipt of requisite number of votes, the Resolution shall be deemed to be passed on the date of EGM.
- u) The shareholders of the Company can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the EGM by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
- v) The Company has been allotted ISIN INE836B01017 by CDSL and NSDL for dematerialization of the Company's shares. We hereby request all the shareholders to get their shares dematerialized.

INSTRUCTIONS FOR REMOTE E-VOTING & PARTICIPATING IN THE EGM THROUGH VIDEO CONFERENCING AND OTHER AUDIO VISUAL MEANS:

- (i) As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per MCA Circulars and SEBI Circulars. The forthcoming EGM will thus be held through video conferencing (VC) / other audio visual means (OAVM). Hence, Shareholders can attend and participate in the ensuing EGM through VC / OAVM.
- (ii) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), MCA Circulars and SEBI Circulars the Company is providing facility of remote e-voting to its shareholders in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a shareholder using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.

THE INSTRUCTIONS FOR E-VOTING AND JOINING VIRTUAL MEETING ARE AS UNDER:

- (i) The voting period commences on **Tuesday, December 28, 2021 (10:00 A.M. IST)** and ends on **Thursday, December 30, 2021 (5:00 P.M. IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Friday, December 24, 2021** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date shall not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

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

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to aforesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode with CDSL/NSDL** are given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest, user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/ NSDL/ KARVY/ LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service

	<p>provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned websites.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-Voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-Voting of any Company, then your existing password is to be used.
- 6) If you are a first time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (3).

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant **Satin Creditcare Network Limited** on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; rajivbhatia251@gmail.com and secretarial@satincare.com, if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

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

- (i) The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-Voting.
- (ii) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-Voting.
- (iii) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
- (iv) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (v) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (vi) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (vii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- (viii) Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
- (ix) If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

- (i) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to secretarial@satincare.com / swapann@linkintime.co.in.
- (ii) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
- (iii) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

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

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESSES:

As required under Section 102 of the Companies Act, 2013 [including any statutory modification(s) thereto or re-enactment(s) made thereunder, if any, for the time being in force] (the “**Companies Act**”), the following explanatory statement sets out all material facts relating to the business mentioned under Item nos. 1 to 3 of the accompanying Notice:

ITEM NO. 1

Presently, the authorized share capital of the Company is INR 1,70,00,00,000 (Indian Rupees One Hundred Seventy Crore only) divided into 9,50,00,000 (Nine Crore and Fifty Lakhs) equity shares of INR 10/- (Indian Rupees Ten only) each and 7,50,00,000 (Seven Crore and Fifty Lakhs) Preference Shares of INR 10/- (Indian Rupees Ten only) each.

In order to create sufficient headroom for the: (i) issuance of equity shares and fully convertible warrants on a private placement basis as proposed in the Notice; and (ii) issuance of equity shares in future in one or more tranches, the authorized share capital of the Company needs to be increased to the extent mentioned in Item No. 1 of the Notice and consequent changes are required to be made in the Capital Clause of the Memorandum of Association of the Company.

The provisions of the Companies Act requires the Company to seek approval of the shareholders for increase in authorized share capital of the Company and for consequent alteration of the Capital Clause of the Memorandum of Association; accordingly the Board recommends the resolution set forth in Item No. 1 for the approval of the shareholders of the Company by way of an Ordinary Resolution.

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

ITEM NOS. 2 & 3

The Special Resolutions contained in Item Nos. 2 and 3 of the Notice, have been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act and all other applicable provisions, if any, of the Companies Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the Companies (Share Capital and Debenture) Rules, 2014, as amended and other relevant rules made thereunder and read together with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, (“**SEBI ICDR Regulations**”), to create, issue and allot the following securities as part of a common private placement offer through a preferential issue:

- (i) up to 30,76,920 Equity Shares of face value of INR 10/- (Indian Rupees Ten only) each (the “**Equity Shares**”), for cash, at an issue price of INR 81.25/- (Indian Rupees Eighty One and Twenty Five Paise only) (including premium of INR 71.25/- (Indian Rupees Seventy One & Twenty Five Paise only) per Equity Share to the persons belonging to ‘Non-Promoter’ Category (“**Proposed Equity Allottee(s)**”); and
- (ii) up to 2,46,15,384 fully convertible warrants (“**Warrants**”) at an issue price of INR 81.25/- (Indian Rupees Eighty One and Twenty Five Paise only) per Warrant to the persons belonging to ‘Promoter & Promoter Group’ and ‘Non-Promoter’ Category (“**Proposed Warrant Allottee(s)**”).

The said proposal has been considered and approved by the Board in its meeting held on December 6, 2021, subject to receipt of necessary approvals from the shareholders of the Company, Stock Exchanges where the equity shares of the Company are listed, Securities and Exchange Board of India, The Reserve Bank of India, The Competition Commission of India (if applicable) and other statutory or regulatory authorities. The Company has entered into binding termsheets with each of the Proposed Equity Allottees and Proposed Warrant Allottee belonging to ‘Non-Promoter’ Category that contain the terms and conditions of their proposed investment in the Company.

The offer for the proposed allotment as mentioned above in Item Nos. 2 and 3 shall be made by way of a common offer letter (in Form PAS-4) to be issued to the Proposed Equity Allottee(s) and Proposed Warrant Allottee(s).

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163 of the SEBI ICDR Regulations are set forth below:

I. Objects of the Preferential Issue

The Company requires infusion of funds for enhancement of capital base and to augment the long-term funding needs of the Company (including long term capital requirements for pursuing growth plans, to increase the capacity of the Company to lend) and for general corporate purposes.

II. Particulars of the preferential issue, kind of securities and the amount which the Company intends to raise by way of such securities:

Preferential issue of:

- (i) up to **30,76,920** equity shares of face value of INR 10/- (Indian Rupees Ten only) each (“**Equity Share**”), for cash, at an issue price of INR 81.25/- (Indian Rupees Eighty One and Twenty Five Paise only) (including premium of INR 71.25 /- (Indian Rupees Seventy One and Twenty Five Paise only) per Equity Share, being a price not less than the minimum price as on the ‘Relevant Date’ determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for an amount not exceeding INR 25,00,00,000/- (Indian Rupees Twenty Five Crore only); and
- (ii) up to **2,46,15,384** fully convertible warrants of INR 10/- (Indian Rupees Ten only) each (“**Warrant**”), at an issue price of INR 81.25/- (Indian Rupees Eighty One and Twenty Five Paise only) per Warrant, being a price not less than the minimum price as on the ‘Relevant Date’ determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, convertible at the option of the Proposed Warrant Allottee in one or more tranches, within 18 (eighteen) months from the date of allotment into equivalent number of fully paid-up Equity Shares for an amount not exceeding INR 200,00,00,000/- (Indian Rupees Two Hundred Crore only).

III. Maximum Number of Specified Securities to be issued

S. No.	Name of the Proposed Equity Allottee/ Proposed Warrant Allottee	Type of Security	Maximum Number of Equity Shares/ Warrants to be issued
1.	Trishashna Holdings & Investments Private Limited	Warrants	1,23,07,692
2.	Florintree Ventures LLP		1,23,07,692
3.	Aarti Agrifeeds LLP	Equity Shares	7,69,230
4.	Adesh Agricare LLP		7,69,230
5.	Adesh Agrifarm LLP		7,69,230
6.	Trimudra Trade & Holdings Private Limited		7,69,230

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

Except Trishashna Holdings & Investments Private Limited, belonging to promoter & promoter group of the Company, who has shown its intention to subscribe to **1,23,07,692** Warrants, none of the promoter & promoter group, directors or key managerial personnel of the Company intend to subscribe to the offer.

V. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

Persons belonging to ‘Promoter & Promoter Group’ will be issued and allotted 1,23,07,692 Warrants at an issue price of INR 81.25/- (Indian Rupees Eighty One and Twenty Five Paise only) per Warrant for an amount not exceeding INR 100,00,00,000/- (Indian Rupees One Hundred Crore only).

VI. The Shareholding Pattern of the issuer before and after the preferential issue:

The shareholding pattern of the Company before and after the proposed preferential issue is likely to be as follows:

Particulars	Pre issue Shareholding Structure (1)		Equity Shares to be Allotted	Post Equity Allotment (2)		Warrants to be allotted	Post Issue Shareholding (Presuming full conversion of Warrants) (3)	
	No. of Shares	%		Numbers	No. of Shares		%	No. of Shares
(A) Promoter Shareholding								
(i) Indian								
(a) Individuals & HUF	17,22,345	2.39	-	17,22,345	2.30	-	17,22,345	1.73
(b) Bodies Corporate	2,57,99,390	35.86	-	2,57,99,390	34.39	1,23,07,692	3,81,07,082	38.25
Sub Total (A)(1)	2,75,21,735	38.26	-	2,75,21,735	36.69	1,23,07,692	3,98,29,427	39.98
(2) Foreign promoters	-	-	-	-	-	-	-	-
Total Promoter shareholding A=A1 +A2	2,75,21,735	38.26	-	2,75,21,735	36.69	1,23,07,692	3,98,29,427	39.98
(B) Public Shareholding								
B1) Institutional Investors	1,90,12,054	26.43	-	1,90,12,054	25.34	-	1,90,12,054	19.08
B2) Central Govt./Stat Govt./POI	-	-	-	-	-	-	-	-
B3) Non-Institutional Investors	-	-	-	-	-	-	-	-
Individuals	1,49,07,807	20.72	-	1,49,07,807	19.87	-	1,49,07,807	14.96
Body Corporate	62,60,135	8.70	7,69,230	70,29,365	9.37	-	70,29,365	7.06
Others (Including HUF, LLP&NRI)	37,57,404	5.22	23,07,690	60,65,094	8.08	1,23,07,692	1,83,72,786	18.44
Total Public Shareholding B=B1+B2+B3	4,39,37,400	61.07	30,76,920	4,70,14,320	62.67	1,23,07,692	5,93,22,012	59.54
C) Non Promoter - Non Public	4,82,946	0.67	-	4,82,946	0.64	-	4,82,946	0.48
Grand Total (A+B+C)	7,19,42,081	100.00	30,76,920	7,50,19,001	100.00	2,46,15,384	9,96,34,385	100.00
Note								
(1) The pre-issue shareholding pattern is as on Friday, December 3, 2021								
(2) Post shareholding structure may change depending upon any other corporate action in between								
(3) The Warrants to be converted over a period of 18 months from the date of allotment.								

VII. Proposed time limit within which the allotment shall be complete:

In terms of SEBI ICDR Regulations, preferential allotment of said Equity Shares and Warrants will be completed within a period of 15 (fifteen) days from the date of passing of special resolution by the shareholders of the Company.

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 last of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

VIII. Identity of the Proposed Warrant Allottee(s) and Proposed Equity Allottee(s) and the percentage of post preferential issue capital that may be held by them:

Particulars	QIB / Non QIB	Category	Pre issue Shareholding Structure (1)		Equity Shares to be Allotted	Post Equity Allotment# (2)		Warrants to be allotted	Post Issue Shareholding (Presuming full conversion of Warrants)# (3)	
			No of Shares	%		No of Shares	%			
Trishashna Holdings & Investments Private Limited	Non QIB	Promoter & Promoter Group	2,54,77,128	35.41	0	2,54,77,128	33.96	1,23,07,692	3,77,84,820	37.92
Florintree Ventures LLP		Non Promoter	-	0.00	0	-	0.00	1,23,07,692	1,23,07,692	12.35
Aarti Agrifeeds LLP		Non Promoter	-	0.00	7,69,230	7,69,230	1.03	-	7,69,230	0.77
Adesh Agricare LLP		Non Promoter	-	0.00	7,69,230	7,69,230	1.03	-	7,69,230	0.77
Adesh Agrifarm LLP		Non Promoter	-	0.00	7,69,230	7,69,230	1.03	-	7,69,230	0.77
Trimudra Trade & Holdings Private Limited		Non Promoter	-	0.00	7,69,230	7,69,230	1.03	-	7,69,230	0.77
## Assuming that the Warrants are converted over a period of 18 (eighteen) months from the date of allotment. #Post shareholding structure as mentioned in column (2) and (3) above may change depending upon any other corporate action in between.										

IX. 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 allottee(s):

Name of the Proposed Equity Allottee/ Proposed Warrant Allottee	Details of the Beneficial Owner
Trishashna Holdings & Investments Private Limited	Mr. H P Singh
Florintree Ventures LLP	Mr. Mathew Cyriac and Mr. Gautham Madhavan
Aarti Agrifeeds LLP	Ms. Achal Ramesh Chaurasia and Mr. Ramesh Lakhulal Chaurasia
Adesh Agricare LLP	
Adesh Agrifarm LLP	
Trimudra Trade & Holdings Private Limited	Ms. Nidhi Sachinkumar Gupta and Ms. Shradha Chandrasingh Gohil

X. Consequential Changes in the Voting Rights and Change in Control/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.

XI. Lock-in Period:

- I. The Warrants and Equity Shares to be allotted and Equity Shares to be allotted upon conversion of Warrants, shall be subject to 'lock-in' in accordance with Chapter V of the SEBI ICDR Regulations.
- II. The entire pre-preferential allotment shareholding, if any, of the Proposed Equity Allottees and Proposed Warrant Allottees shall be 'lock-in' in accordance with Chapter V of the SEBI ICDR Regulations.

XII. Issue price and Relevant Date:

In terms of Regulation 161 of SEBI ICDR Regulations, the Relevant Date has been reckoned as Wednesday, December 1, 2021 for the purpose of computation of issue price of Equity Shares and Warrants, being the date, which is 30 days prior to the date of this Extra-Ordinary General Meeting (i.e. Friday, December 31, 2021).

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 thereat. Accordingly, the floor price will be calculated on the basis of trading at NSE, being the stock exchange with higher trading volume in terms of the pricing formula prescribed under Regulation 164 of SEBI ICDR Regulations.

In terms of the provisions of Regulation 164 of the SEBI ICDR Regulations, the floor price at which the Equity Shares will be issued and the convertible Warrants will be converted into Equity Shares shall be higher of the following:

- (i) INR 81.21 per Equity Share - Average of the weekly high and low of the volume weighted average price of the Equity Shares of the Company quoted on NSE, during the twenty-six (26) weeks preceding the Relevant Date; or
- (ii) INR 72.07 per Equity Share - Average of the weekly high and low of the volume weighted average price of the Equity Shares of the Company quoted on NSE, during the two (2) weeks preceding the Relevant Date.

The issue price has been reckoned as INR 81.25 for the Proposed Warrant Allottee(s) and Proposed Equity Allottee(s) which is more than the floor price determined in the manner set out above.

XIII. Re-computation of the Issue Price

As the equity shares have been listed on a recognized Stock Exchange for a period of more than twenty-six weeks as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) of SEBI ICDR Regulations is not applicable.

XIV. Valuation for consideration other than cash and the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer

This is not applicable in the present case as the proposed allotment is made only for consideration in cash.

XV. Other Disclosures / Undertakings:

- The Company is eligible to make the preferential allotment to its promoter under Chapter V of the SEBI ICDR Regulations.
- Report of the registered valuer is not required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed preferential issue of Equity Shares and Warrants

- The Company is in compliance with the conditions of continuous listing of equity shares as specified in the uniform listing agreement with the Stock Exchange(s) where the equity shares of the Company are listed.
- In the past the Promoters have subscribed to all warrants offered to them and no warrant has lapsed.
- Principle terms of assets charged as securities: **Not Applicable**
- Prior to the aforesaid preferential issue, as proposed, the Company has not made any preferential issue to any person or entity, during the year.
- None of the Company, its Directors or Promoters are 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. Consequently, the undertaking required under Regulation 163(1)(i) of SEBI ICDR Regulations is not applicable.
- None of the Directors or Promoters of the Company are fugitive economic offenders as defined under the SEBI ICDR Regulations.

XVI. Auditor's Certificate:

The certificate from M/s S S Kothari Mehta & Company, Chartered Accountants, being the Statutory Auditors of the Company certifying that the preferential issue of Equity Shares and Warrants is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations is available for inspection by the members of the Company on the website www.satincreditcare.com.

XVII. 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. Harvinder Pal Singh (Chairman cum Managing Director), Mr. Satvinder Singh (Non-Executive Non Independent Director and brother of Mr. Harvinder Pal Singh) and their relatives being the promoters of the Company and associated with the Proposed Warrant Allottee i.e. Trishashna Holdings & Investments Private Limited.

The Board of Directors recommends the resolutions as set out in Item Nos. 2 & 3 of the Notice for the issue of Equity Shares and Warrants, on a preferential basis, by way of Special Resolution.

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

Place: Gurugram
Date: December 6, 2021

Vipul Sharma
Company Secretary & Compliance Officer

UPDATION OF SHAREHOLDER'S INFORMATION

I/ We request you to record the following information against my/ our Folio No./ DP ID-Client ID:

General Information:

Folio No./ DP ID-Client ID	
Name of the first named Shareholder	
PAN	
CIN/ Registration No. (applicable to Corporate Shareholders)	
Tel. No. with STD Code	
Mobile No.	
Email ID	

Self-attested copy of PAN/ Voter ID/ Aadhar Card is attached.

Signature of Sole/First holder

Date: