

SATIN CREDITCARE NETWORK LIMITED

CIN: L65991DL1990PLC041796

Registered Office: 5th Floor, Kundan Bhawan,

Azadpur Commercial Complex, Azadpur, Delhi-110033

Ph. No. 011-47545000, Website: www.satincarecreditcare.com

NOTICE

Notice is hereby given that the Twenty Fourth Annual General Meeting of **SATIN CREDITCARE NETWORK LIMITED** will be held on Friday, the 05th September, 2014 at 10 a.m. at 'TYAGI FARMS', Plot No. 7, Bhawani Nagar, Dhinpur, Near Jhatikara Morh, Brijwasan Road, New Delhi – 110043, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014, Statement of Profit & Loss Account for the year ended on that date and the Reports of Directors and Auditors thereon.
2. To declare Final Dividend on Preference Shares (12% Cumulative, Rated, Non Participative, Non Convertible, Compulsorily Redeemable Preference Shares) for the financial year 2013-14.
3. To appoint a Director in place of Shri Davis Frederick Golding (DIN: 00440024), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s A. K. Gangaher & Co. Chartered Accountants (ICAI Registration No. 004588N) for the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting, to fix their remuneration and to authorize them also to conduct audit of accounts of the Company's Branches.

SPECIAL BUSINESS

5. **To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:**

“Resolved That pursuant to Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013, and as per Articles of Association of the Company, Shri Rakesh Sachdeva (DIN:00333715), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013 from a member signifying his intention to propose him as a candidate for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five years from the date of this Meeting, or till such earlier date as may be determined by any applicable statutes, rules, regulations or guidelines and not liable to retire by rotation.”

6. **To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:**

“Resolved That pursuant to Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013, and as per Articles of Association of the Company, Shri Sujan Singh Chawla (DIN:00333619), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013 from a member signifying his intention to propose him as a candidate for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five years from the date of this Meeting, or till such earlier date as may be determined by any applicable statutes, rules, regulations or guidelines and not liable to retire by rotation.”



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7. To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“Resolved That pursuant to Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013, and as per Articles of Association of the Company, Shri Sundeep Kumar Mehta (DIN:00840544), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013 from a member signifying his intention to propose him as a candidate for the office of the Director of the Company, be and is hereby appointed as an In- dependent Director of the Company to hold office for a period of five years from the date of this Meeting, or till such earlier date as may be determined by any applicable statutes, rules, regulations or guidelines and not liable to retire by rotation.”

8. To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“Resolved That pursuant to Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013, and as per Articles of Association of the Company, Smt. Sangeeta Khorana (DIN: 06674198), a non-executive Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment who holds office only upto the date of this Annual General Meeting and in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013 from a member signifying his intention to propose her as a candidate for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five years from the date of this Meeting, or till such earlier date as may be determined by any applicable statutes, rules, regulations or guidelines and not liable to retire by rotation.”

9. To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“Resolved That Shri Ole Peder Sandsbraaten (DIN:06829806), who was appointed as an additional director by the Board under Section 161 of the Companies Act, 2013 and in accordance with the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of the Director of the Company, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.”

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

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

Date : 26th May, 2014
Place: Delhi



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NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself and the proxy need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company.
2. The proxy form duly completed must reach the registered office not later than 48 hours before the commencement of the Meeting. A body corporate being a member shall be deemed to be personally present at the meeting if represented in accordance with the provisions of Section 113 of the Companies Act, 2013. The representative so appointed, shall have the right to appoint a proxy.
3. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014, ("Rules") setting out all material facts in respect of the business specified in this notice and the reasons thereto is annexed hereto.
4. The register of members and share transfer books of the Company shall remain closed from 22nd August, 2014 to 05th September, 2014 (both days inclusive) for annual closing and determining the entitlement of the preference shareholders to the final dividend for 2013.
5. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the meeting, will be paid within a period of 30 days from the date of declaration, to the member (s) whose name(s) appear on the Register of Members as on 21st August, 2014.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
7. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
8. Members may also note that the Notice of the 24TH Annual General Meeting and the Annual Report for year ended 31st March, 2014 will also be available on the Company's website "www.satincreditcare.com" for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Delhi for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: investor@satincreditcare.com. The Company has a dedicated e-mail address investor@satincreditcare.com for shareholders to mail their queries or lodge complaints, if any. We will endeavor to reply to your queries at the earliest.
9. The Company's website "www.satincreditcare.com" has a dedicated section on investors.

