

NOTICE

NOTICE is hereby given that the 4th Annual General Meeting of SATIN HOUSING FINANCE LIMITED will be held at a shorter notice on Tuesday, the 15th day of June, 2021 at 10:30 A.M. at its Registered Office at 505, 5th Floor, Kundan Bhawan, Azadpur Commercial Complex, Delhi – 110033 to transact the following business:

ORDINARY BUSINESS

1. Adoption of Financial Statements and the reports of the Directors and Auditors

To receive, consider and adopt the Audited Financial Statements of the Company for the period ended March 31, 2021, including the audited Balance Sheet as at March 31, 2021, Statement of Profit and Loss for the year ended on that date and the Reports of Board of Directors (“the Board”) and Auditors’ thereon.

2. Appointment of Director

To appoint a Director in place of Mr. Amit Sharma (DIN: 08050304), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. Issue of Non-Convertible Debentures (NCDs), in one or more series/tranches on private placement basis

To consider, and if thought fit, to pass the following resolution, with or without modification, as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company, for making offer(s) or invitation(s) to subscribe to secured/unsecured/subordinated, rated/unrated, listed/unlisted non-convertible debentures (“NCDs”) on a private placement basis, in one or more tranches, for a period of 1 (one) year from the date hereof, on such terms and conditions including the price, coupon, premium / discount, tenor etc., as may be determined by the Board of Directors (including any committee authorized by the Board of Directors thereof), based on the prevailing market condition.

RESOLVED FURTHER THAT the aggregate amount to be raised through the issuance of NCDs pursuant to the authority under this resolution shall not exceed the overall limit of Rs. 100,00,00,000/- (Rupees One Hundred Crores only) and shall be within the overall borrowing limits of the Company, as approved by the members of the Company from time to time under Section 180(1) (c) of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”), be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such agreements, documents, instruments, applications etc. as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the aforesaid resolution as it may in its sole discretion deem fit and to delegate all or any of its powers herein conferred to any of the Directors and/or Officers of the Company, to give effect to this resolution.”

4. Appointment of Mr. Amit Sharma (DIN: 08050304) as Managing Director & CEO of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, from time to time), the relevant provisions of the Articles of Association and Nomination and Remuneration Policy of the Company and all applicable regulations or guidelines issued by the governmental authorities from time to time and subject to such regulatory approvals as may be necessary, based on the recommendation of the Nomination and Remuneration Committee and 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 may have constituted or hereinafter constitute to exercise the powers conferred by this resolution), approval of the members of the Company be and is hereby accorded to appoint Mr. Amit Sharma (DIN: 08050304), as Managing Director & CEO of the Company for a term of 5 (five) years with effect from May 12, 2021 to may 11, 2026 upon the terms and conditions as set out in the Explanatory Statement annexed hereto (including remuneration).

RESOLVED FURTHER THAT in case of no profits or inadequate profit, remuneration as fixed set out in the Explanatory Statement by way of salary, perquisite and other allowances or any contribution thereof shall be the minimum remuneration payable to Mr. Amit Sharma subject to compliance with the provisions contained in schedule V of the Companies Act, 2013 (including any statutory modification(s) and re-enactments thereof).

RESOLVED FURTHER THAT in case of no profit or inadequate profit, pursuant to proviso of Part II, Section II of Schedule V, the resolution with regard to payment of remuneration as per Schedule V is valid for 3 (Three) years only.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby Authorized to alter or vary the scope of remuneration of Mr. Amit Sharma, Managing Director and CEO including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limit specified under the Companies Act, 2013 and rules framed thereunder.

RESOLVED FURTHER THAT Mr. Amit Sharma shall not be liable to retire by rotation during the entire tenure of his reappointment.

RESOLVED FURTHER THAT any Director and Company Secretary & Compliance Officer of the Company be and are hereby severally Authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, for the purpose of giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT Mr. Amit Sharma in the capacity of Managing Director and CEO will be entrusted with the powers, authorities, functions, duties, responsibilities etc. by Board of Directors of the company, from time to time.

Date: June 11, 2021

Place: Gurugram

**By order of the Board of Directors
For Satin Housing Finance Limited**

S/d
(Prince Kumar)
**Company Secretary &
Compliance Officer**
Membership No.: A41094

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% (TEN) OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN 10% (TEN) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON CANNOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. THE PROXIES TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY EIGHT HOURS (48 HRS) BEFORE THE COMMENCEMENT OF THE MEETING. A FORM OF PROXY AND ADMISSION SLIP IS ENCLOSED.**
2. Members are requested to bring their copy of the Annual Report.
3. Documents referred to in the accompanying Notice are available for inspection at the Corporate Office of the Company on all working days between 10.00 a.m. to 1.00 p.m. prior to the Annual General Meeting.
4. Corporate Members are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative(s) pursuant to Section 113 of the Companies Act, 2013 to attend and vote on their behalf at the AGM.
5. A body corporate being a member shall be deemed 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.
6. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 shall be made available at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the meeting.
8. Members/Proxies are requested to bring their duly filled attendance slip sent herewith at the meeting.
9. The proxy holder shall prove his/her identity at the time of attending the Meeting.
10. Consent to hold the 4th Annual General Meeting at shorter notice received from all the members of the Company.

EXPLANATORY STATEMENTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 3:

Pursuant to Section 42 of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, the Company is required to obtain the approval of its members by way of a special resolution, before making any offer or invitation for issuance of NCDs on a private placement basis. The said approval shall be the basis for the Board to determine the terms and conditions of any issuance of NCDs by the Company for a period of 1 (One) year from the date on which the members have provided the approval by way of the special resolution.

The disclosures required pursuant to Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are set out herein below:

- a) Particulars of the offer including date of passing of board resolution: This special resolution is being passed in terms of the third proviso to Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 for the issuance of NCDs, from time to time, for the period of 1 (one) year from the date hereof and accordingly this question is not applicable at present. The particulars of each offer shall be determined by the Board of Directors (including any committee duly authorized by the Board of Directors thereof), from time to time;
- b) Kinds of securities offered and price at which security is being offered: This special resolution is restricted to the private placement issuance of non-convertible debentures by the Company which may be secured/unsecured/subordinated, rated/unrated, listed/unlisted with the terms of each issuance being determined by the Board of Directors (including any committee duly authorized by the Board of Directors thereof), from time to time, for each issuance;
- c) Basis or justification for the price (including premium, if any) at which offer or invitation is being made: Not Applicable;
- d) Name and address of valuer who performed valuation: Not Applicable;
- e) Amount which the company intends to raise by way of such securities: As may be determined by the Board of Directors from time to time but subject to the limits approved under Section 42 of the Companies Act, 2013 of upto Rs. 100,00,00,000/- (Rupees One Hundred Crore only) and shall be within the overall borrowing limits of the Company, as approved by the members of the Company from time to time under Section 180(1) (c) of the Act;
- f) Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities: This special resolution is being passed in terms of the third proviso to Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 for the issuance of NCDs, from time to time, for the period of 1 (one) year from the date hereof and accordingly this question is not applicable at present. The particulars of each offer shall be determined by the Board of Directors (including any committee duly authorized by the Board of Directors thereof), from time to time.

The Directors recommend the resolution for members' approval as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this Resolution.

ITEM NO. 4:

The Board of Directors of the Company at its meeting held on May 12, 2021, approved the appointment of Mr. Amit Sharma, Whole Time Director & CEO of Company as the Managing Director designated as Managing Director & CEO with effect from 12/05/2021, and subject to the approval of the Members, for a period of 5 years, liable to retire by rotation.

Pursuant to proviso of Part II, Section II of Schedule V, the ordinary resolution for payment of remuneration at the general meeting of the company, in case of no profit or inadequate profit shall be valid for a period not exceeding 3 (three) years.

The Board of Directors are of the opinion that Mr. Amit Sharma possess relevant expertise and experience and is eligible for the position of Managing Director & CEO of the Company and fulfils the conditions as specified by Companies Act, 2013. The Board considers that his association as Managing Director & CEO will be beneficial and in the best interest of the Company.

A notice was also received from Mr. Amit Sharma signifying his candidature as a Managing Director.

The aggregate of the remuneration and perquisites / benefits, including contributions towards Provident Fund, Superannuation Fund and Gratuity Fund, payable to Managing Director and all other Directors of the Company taken together, shall be within the limit prescribed under the Companies Act, 2013, or any amendment thereto or modification thereof.

Except for Mr. Amit Sharma, being the concerned person, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

Pursuant to Subsection (3) of Section 190 of the Companies Act, 2013, the copy of the memorandum, setting out terms of appointment of Mr. Amit Sharma shall be open for inspection by any member of the company without payment of fee.

The Board of Directors recommend the Resolution for approval of the members of the Company.

Pursuant to the provisions of schedule V of the Companies Act, 2013, the statement shall contain the following information;

I. General information:

- (1) Nature of industry: Housing Finance Company
- (2) Date or expected date of commencement of commercial production: 14/11/2017
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
- (4) Financial performance based on given indicators:

Particulars	For the Year from 01 April, 2020 to 31 March 2021	For the period from 01 April, 2019 to 31 March, 2020
	(Amount in Rs.)	(Amount in Rs.)
Income from Operations	275,339,812	187,342,689
Other Income	20,390,095	22,577,716
Total Income	295,729,907	209,921,405
Less: Expenses	274,582,812	222,313,534
Profit / (Loss) before tax	21,147,095	(12,393,128)
Add/ (Less): Deferred Tax	6,879,224	(2,940,059)
Net Profit / (Loss) after Tax	14,267,871	(9,453,070)
Other Comprehensive Income	(315,600)	282,282
Total Comprehensive Income	13,952,271	(9,170,787)
Earnings per share (Basic)	0.16	(0.13)
Earnings per Share(Diluted)	0.16	(0.13)

- (5) Foreign investments or collaborations, if any: Nil

II. Information about the appointee:

- (1) Background details: Mr. Amit Sharma has over 20 years of rich experience in NBFCs and the Financial services sector into Domestic and International Markets & has held key positions in Large Corporate Houses. Prior to Satin Housing Finance Ltd, Mr. Amit Sharma was the Chief Business Officer (CBO) for LAS & Agri

Commodity Funding, Commercial Vehicle Finance. He was instrumental in starting and conceptualising Home Loans business, and played a key business development role in building up Loan Against Shares and Agri Commodities (LAS), Commercial Vehicle Finance, Loan Against Property –SME (Cross-sell) and Structured Financing. His Stint with Karvy was 5 years. Mr. Amit Sharma areas of specialization & in-depth knowledge of the various facets of the business include Loan Against Shares (LAS), Agri Commodities Funding, LAS, Mortgages, Commercial Vehicle Finance, Home Loans ,Investment Banking, Fund Raising, Treasury, Legal, International Syndication Structures, Operations, Products, Risk Management, Private Equity, Retail & Institutional Business, Sales and Marketing & building up and scaling up business.

Mr. Amit Sharma has also worked with organization such as Religare Group, P.N. Vijay Financial Services, Abhipra Capital Ltd and the Association of National Exchange Members of India. He is a Qualified Company Secretary (CS) from ICSI and LLB from Delhi University, and has completed his B.Com. (Hons.) from Delhi University, DIFC (Dubai) Certification.

Accolades for the Company during his tenor as Whole Time Director & CEO of the Company

- Zero NPA
- NHB Refinance - The National Housing Bank (NHB) offers refinance assistance to Housing Finance Companies (HFCs) in respect of their loans given to individuals for housing.
- SHFL is one of the few companies to receive refinance assistance within short period of its operations.
- Overseas fund raising
- SHFL got listed over wholesale Debt Market segment of the BSE Limited during the FY 2019-2020 prior to completing three years of its operations
- Zero compliance observation from any regulators
- PMAY CLSS subsidy – given to the home loan customers approx.- Rs. 11.58 Cr within short span of its operation
- Highly balanced quality portfolio focused on end user home loans
- Rating from CARE
- All strategic functions at SHFL are highly automated
- DA transactions with highly reputed NBFC due to quality of portfolio.

(2) Past remuneration: Cost to Company of Rs. 57.60 Lacs per annum (last drawn salary for the FY 2020-21)

(3) Recognition or awards: Played instrumental role in transformation of New Start Up Company to a Giant Company

(4) Job profile and his suitability: Refer details as specified against point no. (1) above

(5) Remuneration proposed: Cost to Company of Rs. 81.50 Lacs per annum

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): Median Salary as per Industry Standard/ Housing Finance Companies

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Not Applicable

III. Other information:

(1) Reasons of loss or inadequate profits: The Company was incorporated on 11/04/2017 i.e. newly incorporated company-having business of 3 years only.

(2) Steps taken or proposed to be taken for improvement: Appointed quality work force to take care of business requirements and expected disbursement would be Rs.500crores (approx.) by end of March, 2022.

(3) Expected increase in productivity and profits in measurable terms: Company booked profit during the Financial Year 2020-21 and the Company is expected to cross the AUM of Rs. 1,000 crores in next couple of years.

Additional Information of Director seeking re-appointment at the Fourth Annual General Meeting pursuant to Secretarial Standards:

Name of the Director	Mr. Amit Sharma		
Date of Birth	21-08-1975		
Qualifications	Qualified Company Secretary (CS) from Institute of Company Secretaries of India, LLB from Delhi University, and B.Com (Hons.) from Delhi University. Also holds DIFC (Dubai) Certification		
Date of Appointment on the Board	07-02-2018		
Remuneration last drawn (Rs. in Lakhs)	57.60		
Brief Profile	Over more than 20 years of experience in NBFCs and the Financial services sector into Domestic and International Markets and has hold key positions in Large Corporate Houses. Prior to Satin Housing, worked as Chief Business Officer (CBO) for LAS & Agri Commodity Funding, Commercial Vehicle Finance in Karvy Financial Services Limited. Played a key business development role in building up Loan Against Shares and Agri Commodities (LAS), Commercial Vehicle Finance, Loan Against Property – SME (Cross-sell) and Structured Financing. Have specialization & in-depth knowledge of the various facets of the business include Retail and Institutional Lending, Investment Banking, Fund Raising, Treasury, Capital Markets, Legal, International Syndication Structures, Operations, Products, Risk Management, Private Equity, Retail & Institutional Business (Mergers & Acquisitions), Sales and Marketing & building up and scaling up business.		
Directorships held in other companies (excluding foreign companies) as on date	NIL		
Memberships of committees across companies as on March 31, 2021 (only Statutory Committees as required to be constituted under the Act considered)	Name of the Company	Name of the Committee	Designation
	Satin Housing Finance Limited	Working Committee	Member
		Asset Liability Management Committee (ALCO)	Member
		Risk Management Committee	Member
	Grievance Redressal Committee	Chairman	
Shareholding in the Company	NIL		
Relationship with other Directors/Manager/Key Managerial Personnel	NA		
Number of Board meetings attended during the FY 2020-21	Six		

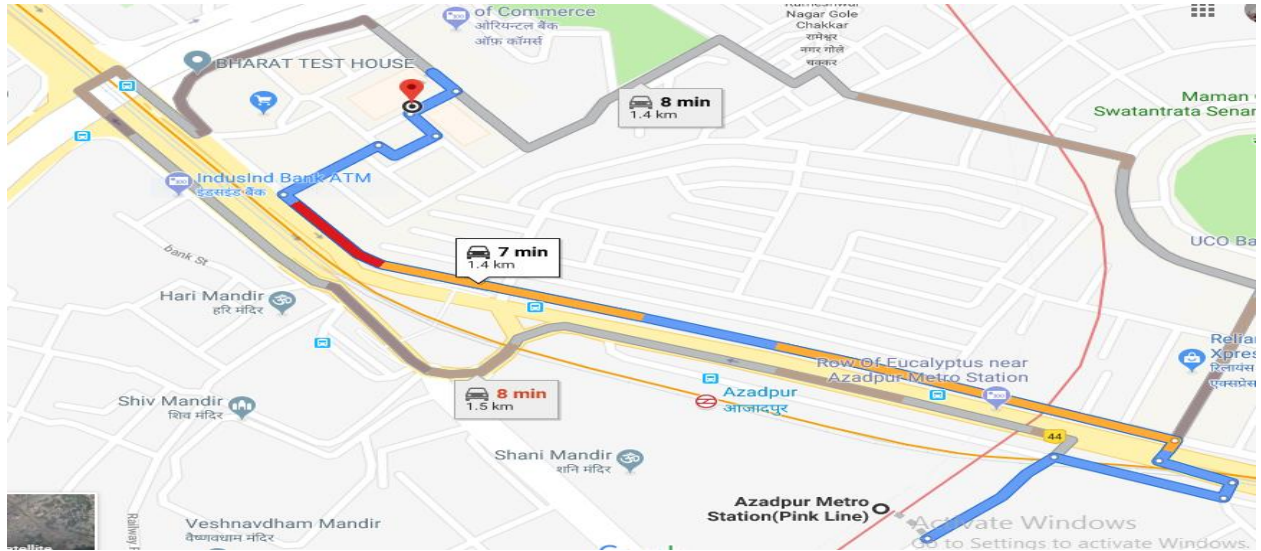
**By order of the Board of Directors
For Satin Housing Finance Limited**

Date: June 11, 2021
Place: Gurugram

S/d
(Prince Kumar)
**Company Secretary &
Compliance Officer**
Membership No.: A41094

Route Map to reach AGM venue from Azadpur Metro Station

[https://www.google.com/maps/dir/Azadpur+Metro+Station\(Pink+Line\),+Grand+Trunk+Road,+Jhangeripuri,+Lal+Bagh,+Azadpur,+Delhi/route+map+from+Azadpur+Metro+station+to+505,+5th+Floor,+Kundan+Bhawan,+Azadpur+Commercial+Complex,+Delhi+%E2%80%93+110033/@28.7081891,77.1779188,16.98z/data=!4m14!4m13!1m5!1m1!1s0x390d021b5f2d11a1:0x697f2d0613c9ba82!2m2!1d77.1819384!2d28.7058266!1m5!1m1!1s0x390d021de9ed809b:0xc9b794d1baafd63a!2m2!1d77.1783854!2d28.7100282!3e0](https://www.google.com/maps/dir/Azadpur+Metro+Station(Pink+Line),+Grand+Trunk+Road,+Jhangeripuri,+Lal+Bagh,+Azadpur,+Delhi/route+map+from+Azadpur+Metro+station+to+505,+5th+Floor,+Kundan+Bhawan,+Azadpur+Commercial+Complex,+Delhi+%E2%80%93+110033/@28.7081891,77.1779188,16.98z/data=!4m14!4m13!1m5!1m1!1s0x390d021b5f2d11a1:0x697f2d0613c9ba82!2m2!1d77.1819384!2d28.7058266!1m5!1m1!1s0x390d021de9ed809b:0xc9b794d1baafd63a!2m2!1d77.1783854!2d28.7100282!3e0)



**Form No. MGT – 11
PROXY FORM**

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

Name of Member(s): _____ Registered Address: _____ E-mail Id: _____ Folio No.: _____
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I/We, being the member(s) _____ of shares of the above named Company, hereby appoint:

1. Name: **E-mail ID:**.....
 **Address:**.....

Signature:....., or failing him/her

2. Name:..... **E-mail ID:**.....
 **Address:**.....

Signature:....., or failing him/her

3. Name:..... **E-mail ID:**.....
 **Address:**.....

Signature:....., or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 4th Annual General Meeting of the Company, to be held on Tuesday, the 15th day of June, 2021 at 10:30 A.M at 505, 5th Floor, Kundan Bhawan, Azadpur Commercial Complex, Delhi – 110033 and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Resolu tion No.	Description of the Resolution	Optional*	
		For	Against
1.	Adoption of Financial Statements and the reports of the Directors and Auditors		
2.	Appointment of Director		
3.	Issue of Non-Convertible Debentures (NCDs), in one or more series/tranches on private placement basis		
4.	Appointment of Mr. Amit Sharma (DIN: 08050304) as Managing Director & CEO of the Company		

Signed this _____ day of _____ 2021.

Affix Revenue Stamp

Signature of Member

Signature of Proxy holder(s)

Notes:

1. *It is optional to put a 'X' in the appropriate column against the respective resolutions indicated in the table above. If you leave the 'For' or 'Against' column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
2. A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member.
3. This form of Proxy, to be effective, should be duly completed and deposited at the Registered Office of the Company at 505, 5th Floor, Kundan Bhawan, Azadpur Commercial Complex, Delhi – 110033 not later than 48 hours before the commencement of the aforesaid meeting.

ATTENDANCE SLIP

To be handed over at the entrance of the meeting hall

Name of the Attending Member (IN BLOCK LETTERS) _____	Member's Folio No. _____ No. of Shares held _____
Name of the Proxy (IN BLOCK LETTERS) _____ (To be filled if the Proxy attends instead of the Member)	

I hereby record my presence at the 4th **ANNUAL GENERAL MEETING** of SATIN HOUSING FINANCE LIMITED, being held on Tuesday, the 15th day of June, 2021 at 10:30 A.M. at its Registered Office at 505, 5th Floor, Kundan Bhawan, Azadpur Commercial Complex, Delhi – 110033.

Members/Proxy Signatures
(To be signed at the time of handing over this slip)

Notes: -

1. Shareholders/Proxies are requested to bring Attendance Slip with them when they come to the Meeting and hand them over at the entrance after affixing their signatures on them.