



Satin™
Housing
Finance Ltd.

THE ANSWER IS HOME

NOTICE

NOTICE is hereby given that the 2nd Annual General Meeting of SATIN HOUSING FINANCE LIMITED will be held on Friday, the 07th day of June, 2019 at 11:00 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. To receive, consider and adopt the Audited Financial Statements of the Company for the period ended 31st March, 2019, including the audited Balance Sheet as at 31st March, 2019, 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. To appoint a Director in place of Mr. Sundeep Kumar Mehta (DIN: 00840544), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

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

“RESOLVED THAT Section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 consent of the shareholders be and are hereby accorded to increase the overall maximum Managerial Remuneration payable to Whole Time Director(s), and/or Managing Director in case of Absence or Inadequacy of Profits to INR 5 crores for a period of 3 years.

RESOLVED FURTHER THAT the terms and conditions of appointment and remuneration of the Managerial Personnel shall be approved by the Board and the Nomination and Remuneration Committee, as it may, in its discretion deem fit, so as not to exceed the limits, including any amendments, modifications made hereinafter in this regard.

RESOLVED FURTHER THAT Board be and is hereby authorized to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

RESOLVED FURTHER THAT any Director of the Company and/or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things including the filings with the Registrar of Companies or any other concerned authority as may be necessary to give effect to the aforesaid resolution.”



4. 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 Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 60,00,00,000/- (Rupees Sixty Crore) divided into 6,00,00,000 (Six Crore) Equity Shares of Rs. 10/- each to Rs. 80,00,00,000/- (Rupees Eighty Crore) divided into 8,00,00,000 (Eight Crore) Equity Shares of Rs. 10/- each by creation of additional 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- each ranking pari passu in all respects with the existing Equity Shares of the Company.”

“RESOLVED FURTHER THAT the Memorandum of Association of the Company be altered in the following manner i.e. existing Clause V of the Memorandum of Association be deleted and the same be substituted with the following new clause as Clause V:

V. The Authorised Share Capital of the Company is Rs. 80,00,00,000/- (Rupees Eighty Crore Only) divided into 8,00,00,000 (Eight Crore) Equity Shares of Rs. 10/- (Rupees Ten) each.”

“RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby severally authorised to sign and file the requisite documents with the Registrar of Companies, NCT of Delhi and Haryana and other authorities as required and to do all necessary acts, deeds and things which are necessary and expedient for the aforesaid purpose.”

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to Companies Act 2013, the members hereby approve the nomination of Mr. Anil Kumar Kalra holding DIN- 07361739 being Professional Non-Executive Director of the Company as an Independent Director of the Company for a period of five consecutive years with effect from 02.05.2019.

RESOLVED FURTHER THAT any Director of the Company and/or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things including the filings with the Registrar of Companies or any other concerned authority as may be necessary to give effect to the aforesaid resolution.”

6. To consider, and if though fit, to pass the following resolution, with or without modification, as an Special Resolutions:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to Companies Act 2013, the members hereby approve the nomination of Mr. Sundeep Kumar Mehta holding DIN- 00840544 being Professional Non-Executive Director of the Company as an Independent Director of the Company for a period of five consecutive years with effect from 02.05.2019.



RESOLVED FURTHER THAT any Director of the Company and/or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things including the filings with the Registrar of Companies or any other concerned authority as may be necessary to give effect to the aforesaid resolution.”

Date: 2nd May, 2019
Place: Gurugram

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



**(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 along with the duly filled attendance slip.
3. Documents referred to in the accompanying Notice are available for inspection at the Registered 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. Members desirous of obtaining any information/clarification(s) concerning the accounts and operations of the Company or intending to raise any query are requested to forward the same at least 10 days before the date of the meeting to Company Secretary at the Registered Office of the Company, so that the same may be attended to appropriately.

Date: 2nd May, 2019

Place: Gurugram

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

(Prince Kumar)

Company Secretary &
Compliance Officer

Membership No.: A 41094



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

ITEM NO. 3:

Board had decided to increase the overall Managerial Remuneration to be paid to Whole Time Director(s), and/or Managing Director pursuant to Section 196,197 and 198 read with Schedule V of the Companies Act, 2013 and rules made thereto to INR 5 crores in case of Absence or Inadequacy of Profits.

The remuneration to individual Whole Time Director(s), and/or Managing Director will be decided by the Board on the recommendation/approval of the Nomination and Remuneration Committee constituted under Section 178 of the Companies Act, 2013 and the applicable provisions of the National Housing Bank.

Except for Mr. Amit Sharma, CEO & Whole Time Director 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.

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

ITEM NO. 4:

The company intends to expand its present business activities. In order to meet the additional requirements of funds, it is anticipated that the present Authorised Share Capital shall be insufficient. It is, therefore, proposed to increase the Authorised Share Capital of the Company from Rs.60,00,00,000 (Rupees Sixty Crore) divided into 6,00,00,000 (Six Crore) equity shares of Rs. 10/- each to Rs. 80,00,00,000 (Rupees Eighty Crore) divided into 8,00,00,000 (Eight Crore) equity shares of Rs. 10/- each by creation of 2,00,00,000 (Two Crore) equity shares of Rs. 10/- each ranking pari passu with the existing shares of the company.

In order to raise the Authorised Share Capital of the Company, approval of shareholders by way of passing of Ordinary Resolution is necessary pursuant to Section 61 and 64 of the Companies Act, 2013, and is thus being sought.

None of directors are concerned or interested in this resolution.

ITEM NO. 5:

Mr. Anil Kumar Kalra, who was nominated as an Independent Director of the Company for a period of five consecutive years with effect from the 02.05.2019 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149 (6) of the Companies Act, 2013 and who is eligible to be nominated as Independent Director. The Board of Directors are of the opinion that Mr. Anil Kumar Kalra possess relevant expertise and experience and is eligible for the position of Independent Director of the Company and fulfills the conditions as specified by Companies Act, 2013. The Board considers that his association as Independent Director will be beneficial and in the best interest of the Company.

Except for Mr. Anil Kumar Kalra, 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.

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



ITEM NO.6:

Mr. Sundeep Kumar Mehta, who was nominated as an Independent Director of the Company for a period of five consecutive years with effect from the 02.05.2019 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149 (6) of the Companies Act, 2013 and who is eligible to be nominated as Independent Director. The Board of Directors are of the opinion that Mr. Sundeep Kumar Mehta possess relevant expertise and experience and is eligible for the position of Independent Director of the Company and fulfills the conditions as specified by Companies Act, 2013. The Board considers that his association as Independent Director will be beneficial and in the best interest of the Company.

Except for Mr. Sundeep Kumar Mehta, 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.

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

Date: 2nd May, 2019

Place: Gurugram

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



(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,+Jhangirpuri,+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,+Jhangirpuri,+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)

