



SATIN HOUSING FINANCE LIMITED

CIN: U65929DL2017PLC316143

Registered Office: 505, 5th Floor, Kundan Bhawan, Azadpur Commercial Complex, Delhi -110033 | **Corporate Office:** Fourth Floor, Building No. 98, Sector-44, Gurugram, Haryana-122003 | Email Id: compliance@satinhousingfinance.com | Website: www.satinhousingfinance.com | Phone No.: 0124-4346200

NOTICE

NOTICE is hereby given that the 3rd Annual General Meeting of SATIN HOUSING FINANCE LIMITED will be held on Monday, the 3rd day of August, 2020 at 10:00 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 31 March 2020, including the audited Balance Sheet as at 31st March, 2020, 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. Harvinder Pal Singh (DIN: 00333754), 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 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).

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

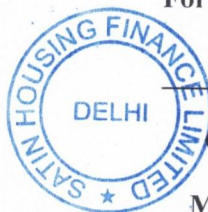


resolution as it may in its sole discretion deem fit and to delegate all or any of its powers herein conferred to any of the Directors and/or Officers of the Company, to give effect to this resolution.”

Date: June 03, 2020

Place: Gurugram

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



Ajinkya

(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. 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 Corporate Office of the Company, so that the same may be attended to appropriately.
5. 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.
6. 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.
7. Members/Proxies are requested to bring their duly filled attendance slip sent herewith at the meeting



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);
- 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.



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

Name of the Director	Mr. Harvinder Pal Singh																														
Date of Birth	24-12-1960																														
Qualifications	A fellow member of ICAI since 1984; Participated in Harvard Business School's Accion program and a leadership program at Wharton Business School																														
Date of Appointment on the Board	17-04-2017																														
Remuneration last drawn (Rs. in Lakhs)	NIL * Mr. Harvinder Pal Singh is CMD of Satin Creditcare Network Limited ("SCNL") and draws remuneration from SCNL. Mr. Singh is not paid any commission, or sitting fees separately for attending the meetings of the Board and/or any Committee of the Company.																														
Brief Profile	Mr. HP Singh has over three decades of microfinance experience to his credit and is responsible for pioneering the unique concept of daily collection of repayments of loans. Aside being an expert in lending, particularly in the microfinance field, Mr. Singh also has a wealth of experience across auditing, accounts, project financing, advisory services and company law matters. It is his financial engineering acumen, honed over almost thirty years of experience that has helped Satin Group achieve its success in operational strategy and efficiency. Mr. Singh also participated in Harvard Business School's Accion Program on Strategic Leadership for Microfinance in 2009, as well as the leadership program organized by Women's World Banking at Wharton Business School, University of Pennsylvania in 2011. Mr. Singh has been an inspiration right from the very beginning when the company came into being, till today where he continues to be actively involved in the company's day-to-day operations. Under his leadership, Satin Group has grown into one of India's leading financial institution in the North and is poised to further expand its operations across the country.																														
Directorships held in other companies (excluding foreign companies) as on date	<table border="1"> <tr><td>1.</td><td>Trishashna Holdings & Investments Private Limited</td></tr> <tr><td>2.</td><td>Anushna Estates Private Limited</td></tr> <tr><td>3.</td><td>Niryas Food Products Private Limited</td></tr> <tr><td>4.</td><td>UV Associates Private Limited</td></tr> <tr><td>5.</td><td>Parinita Investments Private Limited</td></tr> <tr><td>6.</td><td>Parishek Finance Private Limited</td></tr> <tr><td>7.</td><td>Global Social (India) Foundation</td></tr> <tr><td>8.</td><td>Riwaaz Investments Private Limited</td></tr> <tr><td>9.</td><td>Satin Creditcare Foundation</td></tr> <tr><td>10.</td><td>Taraashna Financial Services Limited</td></tr> <tr><td>11.</td><td>Satin Media Solutions Limited</td></tr> <tr><td>12.</td><td>Taco Consultants Private Limited</td></tr> <tr><td>13.</td><td>Satin (India) Limited</td></tr> <tr><td>14.</td><td>Tomorrows One Global Network Private Limited</td></tr> <tr><td>15.</td><td>Satin Creditcare Network Limited</td></tr> </table>	1.	Trishashna Holdings & Investments Private Limited	2.	Anushna Estates Private Limited	3.	Niryas Food Products Private Limited	4.	UV Associates Private Limited	5.	Parinita Investments Private Limited	6.	Parishek Finance Private Limited	7.	Global Social (India) Foundation	8.	Riwaaz Investments Private Limited	9.	Satin Creditcare Foundation	10.	Taraashna Financial Services Limited	11.	Satin Media Solutions Limited	12.	Taco Consultants Private Limited	13.	Satin (India) Limited	14.	Tomorrows One Global Network Private Limited	15.	Satin Creditcare Network Limited
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	16.	Satin Finserv Limited	
	17.	Satin Housing Finance Limited	
Memberships of committees across companies (only Statutory Committees as required to be constituted under the Act considered)	Name of the Company	Name of the Committee	Designation
	Satin Creditcare Network Limited	Nomination and Remuneration Committee	Member
		Corporate Social Responsibility Committee	Chairman
	Satin Finserv Limited	Audit Committee	Member
		Risk Management Committee	Member
		Nomination and Remuneration Committee	Member
	Satin Housing Finance Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
	Taraashna Financial Services Limited	Corporate Social Responsibility Committee	Chairman
Shareholding in the Company (Equity)	NIL		
Relationship with other Directors/Manager/Key Managerial Personnel	Common Directorship in the Satin Creditcare Network Limited and Satin Finserv Limited		
Number of Board meetings attended during the FY 2019-20	Eight		

Date: June 03, 2020

Place: Gurugram



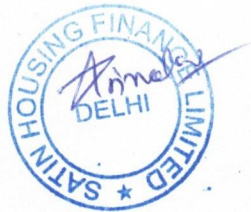
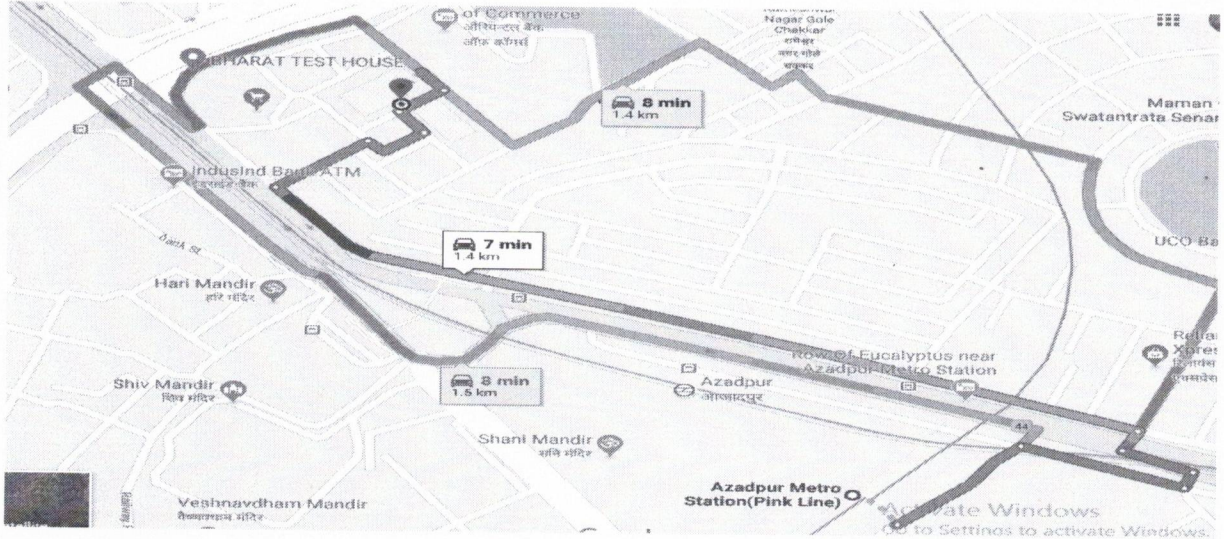
By order of the Board of Directors
For Satin Housing Finance Limited

Prince Kumar

(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,+Jhangirpur,+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,+Jhangirpur,+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.: _____

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 3rd Annual General Meeting of the Company, to be held on Monday, the 03rd day of August, 2020 at 10:00 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:

Resolut ion No.	Description of the Resolution	Optional* For Against	
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the period ended 31 March 2020, including the audited Balance Sheet as at 31st March, 2020, 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. Harvinder Pal Singh (DIN: 00333754), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Authorisation to issue NCD upto INR 100 cr in one or more tranches		

Signed this _____ day of _____ 2020.

Affix
Revenue
Stamp

Signature of Member

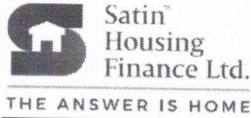
Signature of Proxy holder(s)



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 3rd **ANNUAL GENERAL MEETING** of SATIN HOUSING FINANCE LIMITED, being held on Monday, the 03rd day of August, 2020 at 10:00 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.

* **Applicable for investors holding shares in electronic form.**

