



## SATIN HOUSING FINANCE LIMITED

CIN: U65929DL2017PLC316143

Registered Office: 505, 5th Floor, Kundan Bhawan, Azadpur Commercial Complex, Delhi -110033 |  
Corporate Office: Plot No. 492, 2nd Floor, B-Wing, Udyog Vihar Phase-III, Gurugram, Haryana-122016 |  
Email Id: [compliance@satinhousingfinance.com](mailto:compliance@satinhousingfinance.com) | Website: [www.satinhousingfinance.com](http://www.satinhousingfinance.com) |  
Phone No.: 0124-4346200

### NOTICE FOR 5<sup>TH</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that the 5<sup>th</sup> Annual General Meeting of SATIN HOUSING FINANCE LIMITED is scheduled to be held at a shorter notice on Friday, June 10, 2022 at 10:30 A.M. at its Registered Office at 505, 5<sup>th</sup> 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 2022, including the audited Balance Sheet as at 31<sup>st</sup> March, 2022, 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. **Approval for the issuance of Non-Convertible Debentures in one or more series/ tranches pursuant to Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014**

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

“RESOLVED THAT in supersession of the earlier resolution passed by the shareholders in the general meetings, 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 subject to the borrowing limit of the Company as approved under Section 180(1)(c) of the Act, regulations issued by the Securities and Exchange Board of India (“SEBI”) including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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.”

**4. Approval for appointment of Dr. Jyoti Ahluwalia (DIN: 09112407) as Independent Woman Director**

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

**“RESOLVED THAT** pursuant to Section 149, 150, 152, 178, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors ) Rules, 2014 and any other applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and as per Directions issued by NHB/RBI in regard to Corporate Governance and in accordance with Board approved Nomination & Remuneration Policy and in terms of Articles of Association of the Company and all other applicable laws and subjected to other approvals, consent, permissions as may be required in this regard, Dr. Jyoti Ahluwalia who was appointed as an Additional Director on April 27, 2022 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and who holds office up to date of ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing her candidature for the office of Director be and is hereby appointed as Independent Director of the Company to hold office for a period of 5 consecutive years from April 27, 2022 till April 25, 2027, not liable to retire by rotation.

**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: June 8, 2022**  
**Place: Gurugram**

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

  
**Vaishali Goyal**  
**Company Secretary &**  
**Compliance Officer**  
**Membership No.: A 53678**





**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 6.00 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.
8. Landmark for the location of the meeting is Azadpur Metro Station. Route map of the location is also annexed to this notice.
9. The Register of Directors and Key Managerial Personnel and their shareholding maintained u/s 184 of the Companies Act, 2013 will be available for inspection by the members at the AGM.





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

**ITEM NO. 2:**

The disclosure as required under Standard 1.2.5 of the “Secretarial Standard-2 on General Meetings” is given below:

Name of the Director	Mr. Harvinder Pal Singh		
Date of Birth	24-12-1960		
Qualifications	Fellow Chartered Accountant (CA) from Institute of Chartered Accountants of India and Law Graduate		
Date of Appointment on the Board	07-02-2018		
Remuneration last drawn (Rs. In Lakhs)	NIL		
Brief Profile	Over more than three decades of microfinance experience and pioneered the unique concept of daily collection of repayments of loans. Besides an expert in lending (especially microfinance) he has experience in the field of auditing, accounts, project financing, advisory services and company law matters. His financial engineering experience of almost three decades has helped the Company in operational strategy and efficiency. He is actively involved in SCNL's day-to-day operations and has been a vital source of inspiration since the Company's inception in 1990. Under his leadership, SCNL has grown into one of the leading microfinance institutions in India and continues to expand its operations. He has participated in HBS Accion Program on Strategic Leadership for Microfinance in 2009 and leadership program organized by Women's World Banking at Wharton Business School, University of Pennsylvania in 2011.		
Directorships held in other companies (excluding foreign companies) as on date	18		
Memberships of committees across companies (only Statutory Committees as required to be constituted under the Act considered)	<b>Name of the Company</b>	<b>Name of the Committee</b>	<b>Designation</b>
	Satin Housing Finance Limited	Working Committee	Member
		Audit Committee	Member
		Nomination & Remuneration Committee	Member
Shareholding in the Company (Equity)	NIL		
Relationship with other Directors/Manager/Key Managerial Personnel	Directorship in Holding Company and its subsidiaries		
Number of Board meetings attended during the FY 2021-22	Seven		





**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 Board recommends 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:**

To strengthen the Board structure of the Company with proper combination of Independent/Non-independent Directors as required by various laws in force, and to add rich experience & knowledge to Board's profile, the Board of Directors in its meeting held on April 27, 2022, post the recommendation by the Nomination and Remuneration Committee has appointed Ms. Jyoti Ahluwalia as an Additional Director (Independent Women Director) of the company to hold office till the conclusion of ensuing Annual General Meeting and whose office is not liable to retire by rotation.

Pursuant to Section 149 of the Companies Act, 2013 and Schedule IV of the Act, the Company is required to obtain the approval of its members for appointment of Dr. Jyoti Ahluwalia as Independent Women Director for period of 5 consecutive years beginning from April 27, 2022

The below mentioned documents has presented as received from Dr. Jyoti Ahluwalia along with her brief profile, for consideration:

- i) Consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014;
- ii) Intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013;
- iii) Declaration to the effect that she meets the criteria of independence as provided in sub section (6) of Section 149 of Companies Act, 2013;
- iv) Declaration and Undertaking in terms Para 52 of Master Direction-Non-Banking Financial Company- Housing Finance Company (Reserve Bank) Directions, 2021; and
- v) Disclosures under section 184 of the Companies Act, 2013 in regard to interest in other entities in the prescribed format.

Dr. Jyoti Ahluwalia has confirmed that she holds valid Director Identification Number as required under Section 152 of the Companies Act, 2013. The Director Identification Number of Dr. Jyoti Ahluwalia is "09112407". Pursuant to Section 150 of the Companies Act, 2013 and Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and amendments thereto, Dr. Jyoti Ahluwalia has already applied for inclusion of her name in Data Bank of Independent Director and the reference number/registration number is IDDB-NR-202103-035560.

The disclosure as required under Standard 1.2.5 of the "Secretarial Standard-2" on General Meetings is given below:





S. No.	Particulars	Remarks
1.	Age	47 years
2.	Qualification	Ph.D. and Master's in Commerce from University of Allahabad, Chartered Financial Analyst from Institute of Chartered Financial Analysts of India, Cleared Six Actuarial papers, Postgraduate Diploma in Business Administration (PGDBA – Finance) from ICFAI Business School
3.	Experience	<p>Dr. Jyoti Ahluwalia is Assistant Professor, Finance, Data Analytics and Machine Learning at SOIL School of Business Design, Gurugram. She also cleared six Actuarial papers including Financial Mathematics Finance and Financial Reporting, Economics, Statistical Methods etc.</p> <p>She worked as Associate Professor, Data Analytics and Machine Learning at Sushant University, Gurugram and as Finance Professor at ICFAI Business School, Gurugram for more than 9 years. She has taught courses in Finance, Analytics, Strategy, Financial Management, Mergers and Acquisitions, Financial Business Analytics. She is certified by HDFC Bank as a Banking Faculty in their HDFC Train and Trainer Program.</p> <p>She has held various important roles in corporates such as Actuarial Analysts at Milliman India (Actuaries and Consultants), Syndicated Research Analyst at Corporate Executive Board.</p> <p>She has contributed as resource person in a two day MDP workshop on Personal Financing Planning and She has received Best Summer Internship Programme Award 2015.</p>
4.	Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and remuneration last drawn	Not applicable
5.	Date of first appointment in the Board	Ms. Jyoti Ahluwalia was appointed as Independent Director with effect from April 27, 2022 for 5 years
6.	Shareholding on SHFL	NIL
7.	Relationship with other Directors, Managers and KMP	None
8.	Number of Meeting the Board attended during the year	-
9.	Other Directorship, Membership/Chairmanship of the Committees of the other Boards	Independent Director in Satin Finserv Limited
10.	Justification	Considering her significant experience in the financial services sector, her presence on the Board will provide guidance to the Management of the Company.







**THE ANSWER IS HOME**

The Board recommends the above resolution for members' approval as an ordinary resolution.

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

**Date: June 8, 2022**

**Place: Gurugram**

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

*Vaishali Goyal*  
A circular blue ink stamp with the text 'SATIN HOUSING FINANCE LTD.' around the perimeter and a star in the center.

**Vaishali Goyal  
Company Secretary &  
Compliance Officer  
Membership No.: A 53678**



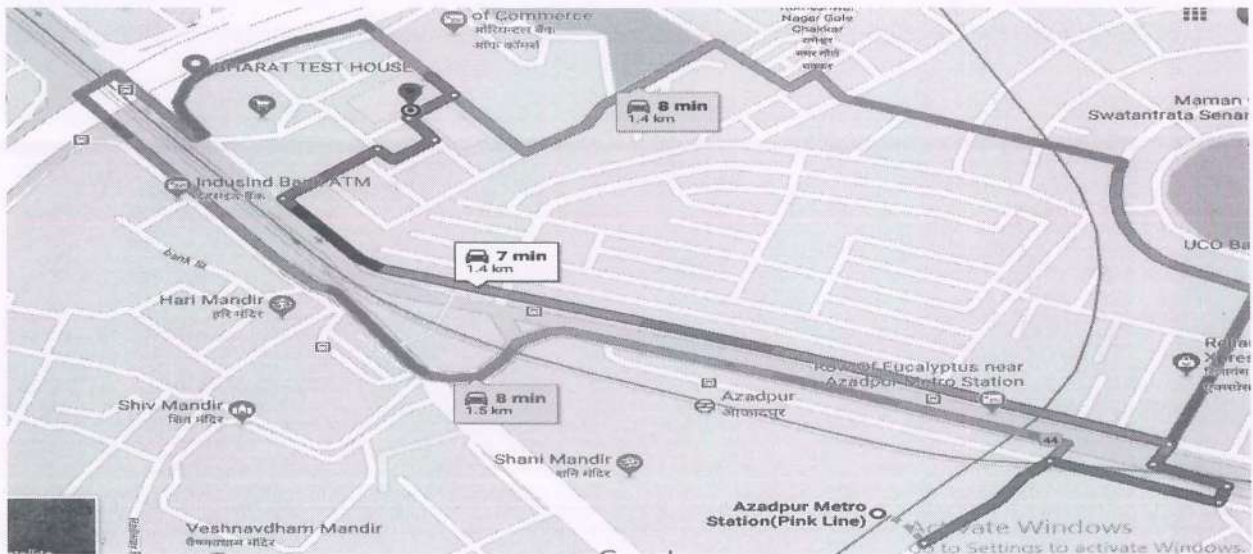


Satin<sup>TM</sup>  
Housing  
Finance Ltd.

THE ANSWER IS HOME

**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)



**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 5<sup>th</sup> Annual General Meeting of the Company, to be held at a shorter notice on Friday, June 10, 2022 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:

Resoluti on 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 2022, including the audited Balance Sheet as at 31st March, 2022, 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.	Approval for the issuance of Non-Convertible Debentures in one or more series/ tranches pursuant to Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014		
4.	Approval for appointment of Dr. Jyoti Ahluwalia (DIN: 09112407) as Independent Women Director		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2022.

**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.







Satin<sup>™</sup>  
Housing  
Finance Ltd.

THE ANSWER IS HOME

## ATTENDANCE SLIP

To be handed over at the entrance of the meeting hall

Name of the Attending Member (IN BLOCK LETTERS)  SATIN CREDITCARE NETWORK LIMITED	Member's Folio No. Not Applicable  No. of Shares held 10,00,00,000
Name of the Proxy (IN BLOCK LETTERS) NA (To be filled if the Proxy attends instead of the Member)	

I hereby record my presence at **the 5<sup>th</sup> ANNUAL GENERAL MEETING** of Satin Housing Finance Limited being held at a shorter notice on Friday, June 10, 2022 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.  
\* **Applicable for investors holding shares in electronic form.**

