

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 | **Website:** www.satinhousingfinance.com |
Phone No.: 0124-4346200

NOTICE FOR 6TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 6th Annual General Meeting of **SATIN HOUSING FINANCE LIMITED** is scheduled to be held at a shorter notice on Friday, June 16, 2023 at 10:30 a.m. at its Registered Office at 505, 5th Floor, Kundan Bhawan, Azadpur Commercial Complex, Azadpur, New 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 March 31, 2023, including the audited Balance Sheet as at March 31, 2023, 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. Amit Sharma (DIN: 08050304), who retires by rotation and being eligible, offers himself for re-appointment.
3. **To re-appoint Statutory Auditors of the company for a consecutive term of three years**

“**RESOLVED THAT** pursuant to provision of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification thereof for the time being in force and as may be enacted from time to time), approval of the Members of the Company be and is hereby accorded for re-appointment of M/s. Rajeev Bhatia & (ICAI Firm Registration No. 021776N) as Statutory Auditors of the Company to hold office for further consecutive term of three years to hold office upto the conclusion of 9th Annual General Meeting of the Company on such remuneration plus taxes and reimbursement of out of pocket expenses as may be incurred by them in connection with audit of accounts of the Company, as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.

SPECIAL BUSINESS

4. **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.”

Date: June 14, 2023
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. Amit Sharma
Date of Birth	21-08-1975
Qualifications	Qualified Company Secretary and holds a B.com(Hons.) and a LLB Degree from DU as well as a DIFC Certification
Date of Appointment on the Board	07-02-2018
Remuneration last drawn (Rs. In Lakhs)	NIL
Brief Profile	<p>Mr. Sharma brings to the table over 22 years of experience across NBFCs and the financial services sector, both in domestic and global markets.</p> <p>A Company Secretary, Mr. Sharma also holds a B.Com (Hons.) and a LLB degree from Delhi University, as well as a DIFC (Dubai) Certification. Before joining the Satin family, he worked at the Religare Group, P.N.Vijay Financial Services, Abhipra Capital Ltd and the Association of National Exchange Members of India, among others. He also held several key positions in various large corporate houses, the most recent being Chief Business Officer (CBO) for LAS & Agri-Commodity Funding and Commercial Vehicle Finance at Karvy Financial Services Limited for 5 years. Here, he was instrumental in starting, conceptualizing and developing the Home Loans business, playing a pivotal role in building up the LAS and Agri-Commodities, Commercial Vehicle Finance, Loan Against Property- SME (Cross-sell) and Structured Financing departments.</p> <p>Mr. Sharma’s general areas of specialization and in-depth knowledge of myriad business facets is truly inspiring, covering the likes of Retail and Institutional Lending, Investment Banking, Fund Raising, Treasury, Capital Markets, Legal, International Syndication Structures, Operations, Products, Risk Management, Private Equity, Retail</p>

	& Institutional Business (Mergers & Acquisitions), Sales & Marketing and to top it all off, building and scaling up businesses.		
Directorships held in other companies (excluding foreign companies) as on date	0		
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 Housing Finance Limited	Working Committee	Member
		Risk Management Committee	Member
		Asset Liability Committee Meeting	Member
	Grievance Redressal Committee	Chairman	
Shareholding in the Company (Equity)	NIL		
Relationship with other Directors/ Manager/ Key Managerial Personnel	NIL		
Number of Board Meetings attended during the FY 2022-23	Six		

ITEM NO. 3

Though not mandatory, this explanation is provided for reference.

M/s Rajeev Bhatia & Associates, Chartered Accountant was appointed as Statutory Auditors of the Company for a period of 5 years till the conclusion of Annual General Meeting for the financial year 2022-23. Their term will end at the conclusion of this Annual General Meeting. Basis the recommendation by the Board of Directors in its Meeting held on April 22, 2023, it is proposed to appoint M/s Rajeev Bhatia & Associates, Chartered Accountants as Statutory Auditor of the Company for period of 3 years starting from the conclusion of ensuing Annual General Meeting until the conclusion of the 9th Annual General Meeting.

ITEM NO. 4:

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.

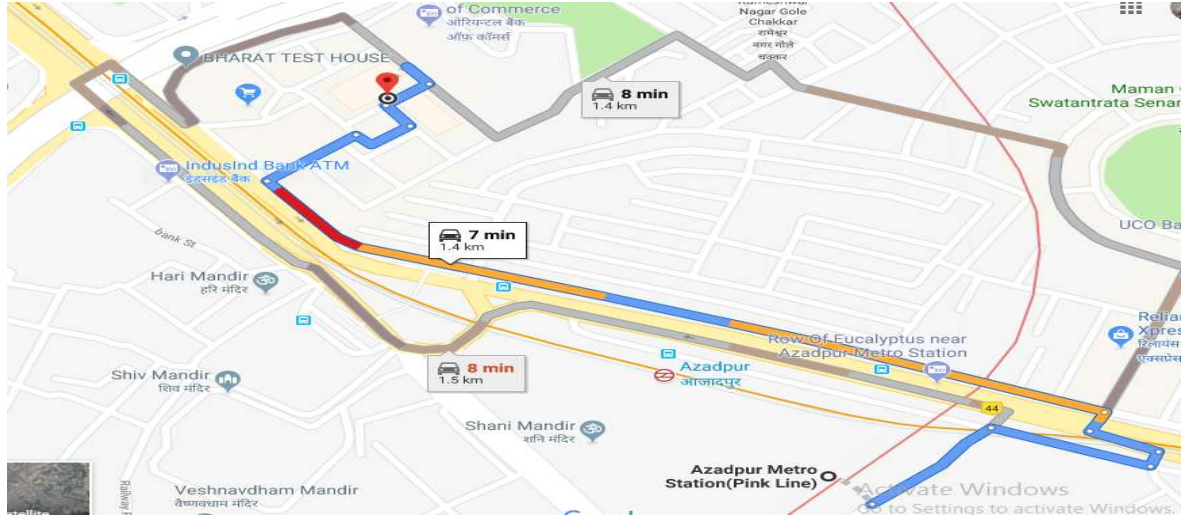
Date: June 14, 2023
Place: Gurugram

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

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

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.: _____
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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 6th Annual General Meeting of the Company, to be held at a shorter notice on Friday, June 16, 2023 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:

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 2023, including the audited Balance Sheet as at 31st March 2023, 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. Amit Sharma (DIN: 08050304), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To re-appoint Statutory Auditors of the Company for a consecutive term of three years		

4.	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		
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Signed this _____ day of _____ 2023.

**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

Name of the Attending Member (IN BLOCK LETTERS) SATIN CREDITCARE NETWORK LIMITED	Member's Folio No. Not Applicable No. of Shares held 11,34,00,000
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 6th ANNUAL GENERAL MEETING** of Satin Housing Finance Limited being held at a shorter notice on Friday, June 16, 2023 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: -

- 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.**