



**Satin™
Housing
Finance Ltd.**

THE ANSWER IS HOME

NOTICE

Notice is hereby given that the 3rd Extra-ordinary General Meeting of **SATIN HOUSING FINANCE LIMITED** will be held on Saturday, the 23rd day of November, 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:

SPECIAL BUSINESS

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

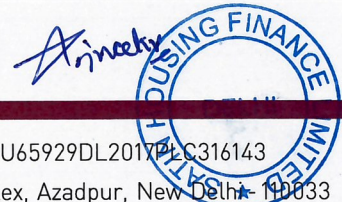
“RESOLVED THAT pursuant to the provisions of Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules and regulations framed thereunder (the “Act”), the guidelines and directions of the Securities and Exchange Board of India, Reserve Bank of India and the National Housing Bank 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 (Tier II), rated/unrated, listed/unlisted, redeemable 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 to such persons as may be identified by the Board of Directors.”

“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.”

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

“RESOLVED THAT in suppression of earlier resolution passed, consent of the members be and is hereby accorded pursuant to section 180(1) (a) and other applicable provisions if any, of the Companies Act, 2013, to the Board of Directors of the Company to pledge, mortgage and/or charge in all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of Banks, Financial Institutions, any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the Principal together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the maximum extent of the indebtedness



Corporate Office: Plot No.- 98, 4th Floor, Sector- 44, Gurugram -122003 | **CIN:** U65929DL2017PLC316143

Registered Office: 505, 5th Floor, Kundan Bhawan, Azadpur Commercial Complex, Azadpur, New Delhi-110033

Phone: +91 124 - 4346200 | **Email Id:** contact@satinhousingfinance.com | **Website:** www.satinhousingfinance.com

secured by the properties of the Company does not exceed Rs. 400,00,00,000/- (Rupees Four Hundred Crores Only) at any time.”

“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.”

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

“RESOLVED THAT in supercession of earlier resolution passed, consent of the members be and is hereby accorded pursuant to section 180(1)(c) and other applicable provisions if any, of the Companies Act, 2013, to the Board of Directors of the company to raise or borrow from time to time such sum or sums as they may deem appropriate for the purposes of the company notwithstanding that the monies already borrowed and the monies to be borrowed (apart from temporary loans obtained from company's bankers in the ordinary course of business) will exceed the paid-up capital of the company, free reserves not set apart for any specific purpose, and securities premium, provided that the total amount upto which monies may be borrowed by the Board of Directors shall not exceed Rs. 400,00,00,000/- (Rupees Four Hundred Crores Only) at anytime.”

“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.”



By Order of the Board of Directors
For Satin Housing Finance Ltd.

Prince Kumar
Company Secretary & Compliance Officer
ACS: A41094

Place: Delhi

Dated: 18th November, 2019

NOTES:

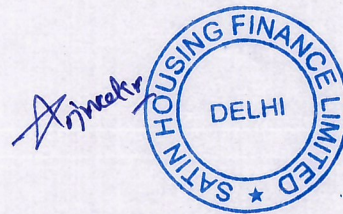
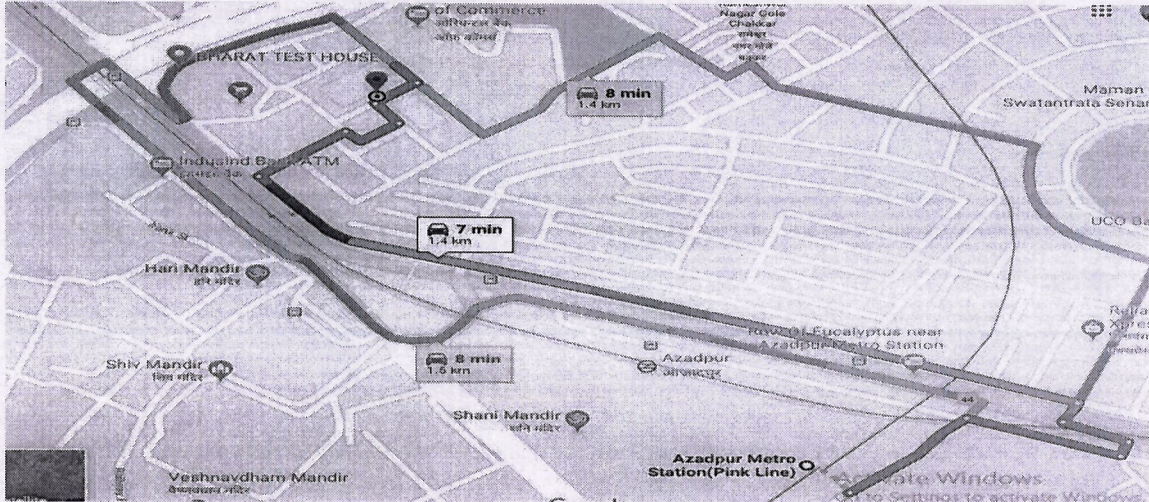
1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**
2. A person can act as proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder. The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.
3. 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.
4. 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.
5. All documents referred to in the accompanying notice and the statement shall be open for inspection at the Registered Office of the Company during normal business hours from 11 a.m. to 1:00 p.m. on all working days, up to and including the date of the Extraordinary General Meeting of the Company and will also be available for inspection at the meeting.
6. Members/Proxies are requested to bring their duly filled attendance slip sent herewith at the meeting



ROUTE MAP

Route Map to reach EGM 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)



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

ITEM NO. 1:

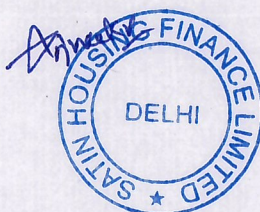
Pursuant to Section 42 of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, the Company is required to obtain the approval of its members by way of a special resolution, before making any offer or invitation 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, redeemable 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.



ITEM NO. 2 & 3:

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital, free reserves, and securities premium of the Company. Hence it is proposed to increase the maximum borrowing limits upto Rs. 400,00,00,000/- (Rupees Four Hundred Crores Only). Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company, its free reserves and securities premium at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power of Board of Directors to lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the general meeting.

The Directors recommend the resolutions 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.



**By Order of the Board of Directors
For Satin Housing Finance Ltd.**

**Prince Kumar
Company Secretary & Compliance Officer
ACS: A41094**

Place: Delhi

Dated: 18th November, 2019