

NOTICE

Notice is hereby given that the 11th Extra-Ordinary General Meeting of **SATIN HOUSING FINANCE LIMITED** will be held at a shorter notice on Monday, January 22, 2024 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. Increase in Authorised Share Capital of the Company and consequent alteration of the capital clause in the Memorandum of Association of the Company

To consider, and if thought fit, to pass the following resolution, with or without modification, as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61(1) read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules framed thereunder (including any re-enactment(s) and statutory modification(s) made there under, if any, for the time being in force) and in accordance with the applicable provisions of the Articles of Association of the Company, such other statutes, laws, rules, regulations, guidelines, circulars, directions, notifications and clarifications as applicable from time to time, consent of the Shareholders, be and is hereby accorded to increase the authorized share capital of the Company from Rs. 123,00,00,000/- (Rupees One Hundred and Twenty-Three Crore) divided into 12,30,00,000 (Twelve Crore Thirty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 130,00,00,000/- (Rupees One Hundred and Thirty Crore) divided into 13,00,00,000 (Thirteen Crore) Equity Shares of Rs. 10/- (Rupees Ten) each by creation of additional 70,00,000/- (Seventy Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each ranking pari passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be and is hereby altered by substitution of the following new clause as Clause V:

V. The Authorised Share Capital of the Company is Rs. 130,00,00,000/- (Rupees One Hundred and Thirty Crore) divided into 13,00,00,000 (Thirteen Crore) Equity Shares of Rs. 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to undertake all such acts, deeds, matters and things to finalize and execute and file all papers, forms, acts, deeds, matters and things such as may be deemed proper, desirable and expedient in its absolute discretion, such as may be deemed necessary (including but not limited to filing(s) with Registrar of Companies, NCT of Delhi & Haryana and other statutory/regulatory authorities), to enable this resolution and to settle any question, difficulty or doubt that may arise in this regard.

RESOLVED FURTHER THAT a certified copy of this Resolution be provided to all concerned as and when required under the hand of a Director or Company Secretary of the Company.”

**Place: Gurugram
Dated: January 19, 2024**

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

**Vaishali Goyal
Company Secretary & Compliance Officer**

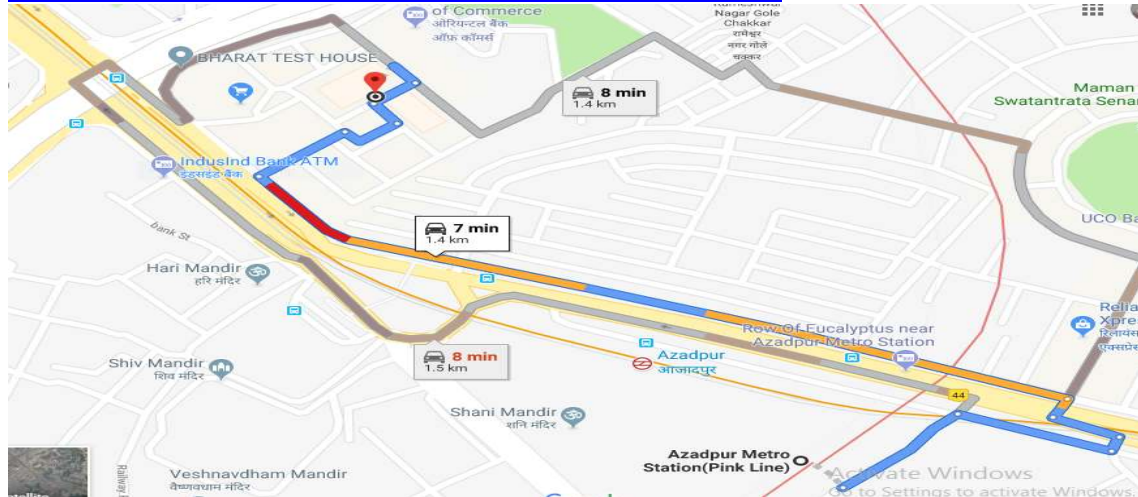
NOTES:

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 10 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
7. The route map showing direction to reach the venue of 11th Extra-ordinary General Meeting is annexed.

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:

In order to meet the additional requirements of funds, the Company intends to expand its present business activities. For this purpose, the authorized share capital at present is Rs. 123,00,00,000/- (Rupees One Hundred and Twenty-Three Crore) divided into 12,30,00,000 (Twelve Crore Thirty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each.

In view of the proposed Right Issue, the existing authorized share capital needs to be increased from Rs. 123 Crore to Rs. 130 Crore by addition of 70,00,000 equity shares of Rs. 10 each.

Consequent to the increase of authorised share capital, the authorised share capital clause contained in Clause V of the Memorandum of Association of the Company need to be altered as indicated in the resolution No. 1 above.

The Board recommends the above resolution for your approval by way of **Ordinary resolution**.

None of the Directors/their relatives is in any way interested or concerned in this resolution.

None of Key Managerial Personnel/their relatives of the Company is in any way interested or concerned in this resolution are, in any way, concerned or interested in this resolution.

Place: Gurugram
Dated: January 19, 2024

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

Vaishali Goyal
Company Secretary & Compliance Officer

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**

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 11th Extra-Ordinary General Meeting of the Company, to be held at a shorter notice on Monday, January 22, 2024 at 11:00 AM, 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:

Resolution No.	Description of the Resolution	Optional* For Against	
1.	Increase in Authorised Share Capital of the Company and consequent alteration of the capital clause in the Memorandum of Association of the Company		

Signed this _____ day of _____ 2024.

Signature of Member

Signature of Proxy holder(s)

Affix Revenue Stamp

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 11th Extra-Ordinary General Meeting of Satin Housing Finance Limited being held at a shorter notice on Monday, January 22, 2024 at 11:00 A.M. at Registered Office situated 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.**