

NOTICE OF 8TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 8th Annual General Meeting of the Company is scheduled to be held on **Wednesday, June 25, 2025 at 03:00 PM** 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, 2025, including the audited Balance Sheet as at March 31, 2025, 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.

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 (hereinafter referred to as the "Board" which term shall include any committee constituted by the Board to exercise its powers including the powers conferred under this resolution), 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 of this Annual General Meeting, 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 limit of Rs. 200,00,00,000/- (Rupees Two Hundred Crore only) during period of one year from the date of this Annual General Meeting.

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 Limited**

**Brajesh Kumar
Company Secretary & CCO
Membership No. A56273**

**Date: June 3, 2025
Place: Gurugram**

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 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 at the 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	Amit Sharma
Date of Birth	21/08/1975
Qualifications	Qualified Company Secretary (CS) from Institute of Company Secretaries of India, LLB from Delhi University, B.Com (Hons.) from Delhi University. Also holds DIFC (Dubai) Certification.
Date of Appointment on the Board	07-02-2018
Remuneration last drawn (Rs. in Lakhs)	124 lakhs
Brief Profile	Over more than 22 years of experience in NBFCs and the Financial services sector into Domestic and International Markets & has hold key positions in Large Corporate Houses. Prior to Satin Housing, worked as Chief Business Officer (CBO) for LAS & Agri Commodity Funding, Commercial Vehicle Finance in Karvy Financial Services Limited. Have specialization & in-depth knowledge of the various facets of the business include Retail and Institutional Lending, Investment Banking, Fund Raising, Treasury, Capital Markets, Legal, International Syndication Structures, Operations, Products, Risk Management, Private Equity, Retail & Institutional Business (Mergers & Acquisitions), Sales and Marketing & building up and scaling up business.
Directorships held in other companies (excluding foreign companies) as on date	Nil
Memberships of committees across companies (only Statutory Committees as required to be constituted under the Act considered)	Nil
Shareholding in the Company (Equity)	Nil
Relationship with other Directors/Manager/Key Managerial Personnel	Nil
Number of Board meetings attended during the FY 2024-25	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:

- 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;
- 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;
- 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. 200,00,00,000/- (Rupees Two 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.

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

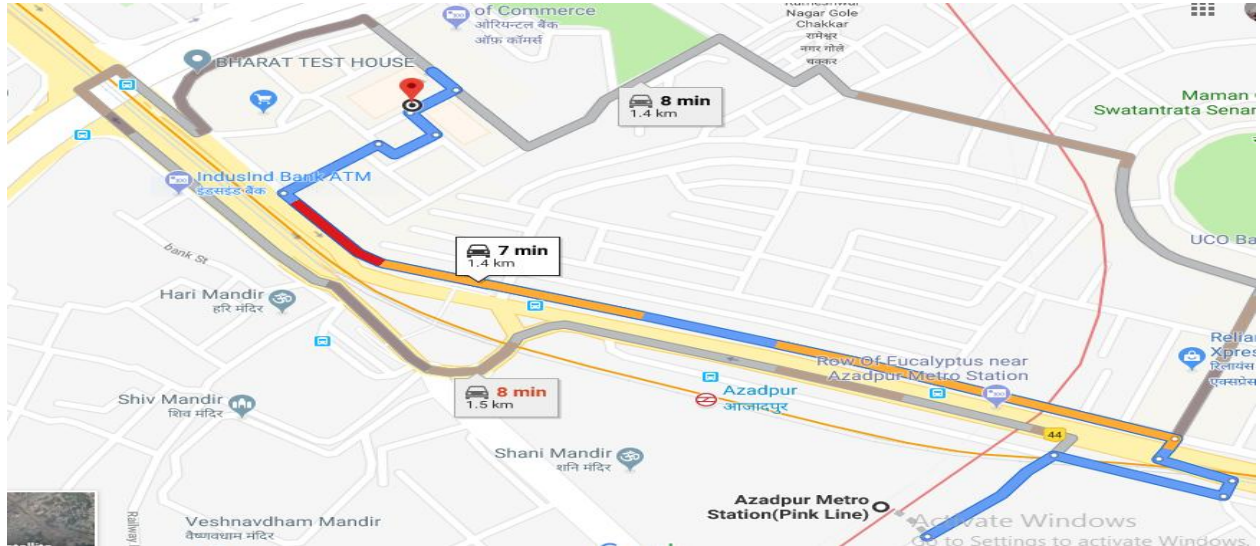
**Brajesh Kumar
Company Secretary & CCO
Membership No. A56273**

**Date: June 3, 2025
Place: Gurugram**



Route Map to reach AGM venue from Azadpur Metro Station

[Click here to reach Venue](#)



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 8th Annual General Meeting of the Company, to be held on **Wednesday, June 25, 2025 at 03:00 PM** 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 March 31, 2025, including the audited Balance Sheet as at March 31, 2025, 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.	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		

Signed this _____ day of _____ 2025.

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

Name of the Attending Member (IN BLOCK LETTERS)	Member's Folio No.: No. of Shares held:
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 8th ANNUAL GENERAL MEETING** of Satin Housing Finance Limited being held on **Wednesday, June 25, 2025 at 03:00 PM** 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.**

