

NOTICE OF 9TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 9th Annual General Meeting of the Company is scheduled to be held on **Monday, June 22, 2026, at 11:00 AM** 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 financial year ended March 31, 2026, including the audited Balance Sheet as of March 31, 2026, Statement of Profit and Loss for the year ended on that date and the Reports of Board of Directors and Auditors' thereon.
2. To appoint a director in place of Dr HP Singh (DIN: 00333754), who retires by rotation and being eligible, offers himself for re-appointment.
3. **To appoint M/s S. P. Chopra & Co., Chartered Accountants (Firm Registration No. 000346N), as Statutory Auditor of the Company for a term of 3 consecutive years.**

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

“RESOLVED THAT pursuant to the provisions of Section 139, 141 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 read with Para 54 of Master Directions on HFCs and RBI circular no. DoS.CO.ARG /SEC.01/08.91.001/2021-22 dated April 27, 2021, as amended from time to time, based on the recommendation of Audit Committee and approval of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to appoint M/s S. P. Chopra & Co., Chartered Accountants (Firm Registration No. 000346N), as the Statutory Auditors of the Company, for a term of three consecutive years, to hold office from the conclusion of the 9th Annual General Meeting until the conclusion of the 12th Annual General Meeting, and to conduct the statutory audit for the financial years ending March 31, 2027, March 31, 2028 and March 31, 2029, on such terms and conditions, including remuneration, reimbursement of expenses (if any) as may be fixed and determined by the Board of Directors in consultation with the said Auditor.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and are hereby authorized on behalf of the Company to finalize their terms of engagement according to the scope of their services as Statutory Auditors and other permissible assignments, if any, in line with the relevant, prevailing statutory/regulatory provisions including their terms of appointment as per RBI Guidelines and policy for appointment of Statutory Auditors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof, be and are hereby authorized to do all such acts, deeds and things, which may be deemed necessary and expedient to give effect to this resolution.”

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 (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 Crore (Rupees Two Hundred Crore only) during a 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.”

5. Approval of the creation of security on properties of the Company.

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

“RESOLVED THAT in supersession of earlier resolution passed, pursuant to section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and, in terms of Articles of Association of the Company and approval of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded 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 secured by the properties of the Company does not exceed Rs. 1500 Crore (Rupees Fifteen Hundred Crore 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.”

6. Approval of the fixation of the borrowing limit.

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

“RESOLVED THAT in supersession of earlier resolution passed, pursuant to section 180(1)(c) and other applicable provisions if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and, in terms of Articles of Association of the Company and approval of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded 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, free reserves and securities premium not set apart for any specific purpose provided that the total amount up to which monies may be borrowed by the Board of Directors shall not exceed Rs. 1500 Crore (Rupees Fifteen Hundred Crore 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.”

7. Approval of re-appointment of Mr. Amit Sharma (DIN: 08050304) as Managing Director and CEO of the Company.

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 Sections 178, 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (**“Act”**), read with Schedule V to the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and such other rules and regulations as may be applicable, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, based on the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors of the Company (**“the Board”**), the consent of the Members of the Company be and is hereby accorded to reappoint Mr. Amit Sharma as Managing Director and CEO of the Company for a further term of three (3) years with effect from May 12, 2026 up to May 11, 2029 at below remuneration:

Details of Remuneration		Annual remuneration (Rs.)
1	Basic Salary	75,00,000
2	House Rent Allowance	37,50,000
3	Special Allowance	21,44,600
4	Reimbursements	7,05,400
5	Provident Fund	9,00,000
Total		1,50,00,000

RESOLVED FURTHER THAT in the event of inadequacy or absence of profits in any financial year, the remuneration payable to Mr. Amit Sharma shall be treated as minimum remuneration, and the same shall not exceed Rs. 2 Crore per annum, inclusive of salary, perquisites, allowances, and any contributions thereof, as approved by the Board.

RESOLVED FURTHER THAT the aforesaid remuneration shall be payable in accordance with the provisions of Schedule V of the Companies Act, 2013, or any statutory modification(s) or re-enactment(s) thereof for the time being in force.

RESOLVED FURTHER THAT besides the aforesaid remuneration, the Employee Stock Options (under SHFL Employee Stock Option Scheme 2025) granted by the Nomination and Remuneration Committee on July 11, 2025 to Mr. Amit Sharma shall continue to remain unaffected by the revision of remuneration and the perquisites arising consequent to the exercise of Employee Stock Options shall be over and above the foregoing remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter or vary the scope of remuneration of Mr. Amit Sharma, Managing Director and CEO including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limit of Rs. 2 Crore per annum as mentioned above.

RESOLVED FURTHER THAT Mr. Amit Sharma shall be liable to retire by rotation during his tenure.

RESOLVED FURTHER THAT any Director of the Company and/or Company Secretary and CCO 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.”

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

BRAJESH Digitally signed
by BRAJESH
KUMAR
KUMAR Date: 2026.05.31
13:14:00 +05'30'

Brajesh Kumar
Company Secretary & CCO
Membership No. A56273

Date: May 31, 2026
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.
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 under Section 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	Dr HP Singh		
Date of Birth	December 24, 1960		
Qualifications	<p>Dr HP Singh is a Law graduate and fellow Member of The Institute of Chartered Accountants of India since 1984. He participated in Harvard Business School’s Accion Program and a leadership program at Wharton Business School as well as the leadership program organized by Women’s World Banking at Wharton Business School, University of Pennsylvania in 2011.</p> <p>Dr HP Singh has been conferred with the degree of Doctor of Philosophy – Microfinance (Honoris Causa) by GNA University, a prestigious privately-owned institution based in Punjab, India.</p>		
Date of Appointment on the Board	February 07, 2018		
Remuneration last drawn (Rs. in Lakhs)	NIL		
Brief Profile	<p>A law graduate and a fellow Member of The Institute of Chartered Accountants of India since 1984, Dr Singh brings over four decades of experience in financial services and is a veteran in financial inclusion and innovation. In addition to his expertise in lending, particularly in the microfinance sector, Dr Singh stands out not only for his financial acumen but also for his remarkable ability to inspire and mentor future leaders. His motivational leadership style, combined with a keen ability to drive organizational growth, has consistently empowered teams to achieve excellence.</p> <p>With a sharp strategic vision and a deep commitment to inclusive growth, Dr. Singh has led the transformative expansion of Satin Group beyond traditional microfinance. Under his leadership, Satin Group has diversified into affordable housing, MSME lending and most recently, technology-enabled solutions through its subsidiaries. By laying the foundation for the Satin Group, he has not only broadened the Company’s operational horizon but also deepened its inclusive reach.</p> <p>Dr Singh is a part of the industry forum, the Federation of Indian Chambers of Commerce and Industry (FICCI), where he lends his expertise as a Banking and Financial Institution Committee member.</p>		
Directorships held in other companies (excluding foreign companies) as on date	<ol style="list-style-type: none"> 1. Satin Creditcare Network Limited 2. Parinita Investments Private Limited 3. Satin Finserv Limited 4. Parishek Finance Private Ltd 5. Riwaaz Investments Private Limited 6. Trishashna Holdings & Investments Private Limited 7. Satin Creditcare Foundation 8. Satin Technologies Limited 		
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 Creditcare Network Limited	Nomination and Remuneration Committee	Member
		Corporate Social Responsibility Committee	Chairman
		Working Committee	Chairman

		Asset Liability Management Committee	Chairman
		IT Strategy Committee	Member
		NCD Public Issuance Committee;	Chairman
		Stakeholders' Relationship Committee	Member
	Satin Finserv Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
	Satin Housing Finance Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
		Working Committee	Chairman
		Wilful Defaulter Review Committee	Member
		IT Strategy Committee	Member
Shareholding in the Company (Equity)	NIL		
Relationship with other Directors/Manager/Key Managerial Personnel	He is not related with any other Director or Key Managerial Personnel of the Company.		
Number of Board meetings attended during the FY 2025-26	Seven		

ITEM NO. 3:

At the Company's 6th Annual General Meeting ("AGM") held on June 16, 2023, M/s. Rajeev Bhatia & Associates, Chartered Accountants (ICAI Registration No. 021776N), Delhi, were re-appointed as the Statutory Auditor of the Company for a second term of three consecutive years, to hold office up to the conclusion of this 9th Annual General Meeting of the Company. In terms of the provisions of Section 139 of the Companies Act, 2013 read with the rules framed thereunder, an audit firm cannot hold office for more than two consecutive terms. Accordingly, the tenure of M/s. Rajeev Bhatia & Associates shall conclude at this 9th AGM of the Company.

Further, the Company has crossed the Asset Size threshold of Rs. 1,000 crore as on March 31, 2026. Accordingly, the Guidelines for Appointment of Statutory Central Auditors (SCAs) / Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) dated April 27, 2021, issued by the Reserve Bank of India ("**RBI Guidelines**"), have become applicable to the Company.

In view of above RBI Guidelines, M/s S. P. Chopra & Co., have given their consent to be appointed as Statutory Auditor of the Company under section 139(1) of the Companies Act, 2013 (the Act) read with Rule 4 of Companies (Audit and Auditors) Rules, 2014, and confirmed that their appointment, if made, would be within the limits specified under the act and they are not disqualified to be appointed as statutory auditor under relevant provisions of the act, the Chartered Accountants Act, 1949 and the rules and regulation made thereunder, and they are eligible for appointment as statutory auditor of the Company as per the RBI Guidelines.

The Board of Directors at their meeting held on May 05, 2026, approved the appointment of M/s S. P. Chopra & Co., Chartered Accountants (Firm Registration No. 000346N) as Statutory Auditor of the Company for a term of three consecutive years to hold office from conclusion of 9th Annual General Meeting till the conclusion of 12th Annual General Meeting and subject to the firm satisfying the eligibility norms each year.

The Board recommends the 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.

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 up to Rs. 200 Crore (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.

ITEM NOS. 5 and 6:

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 up to Rs. 1500 Crore (Rupees Fifteen Hundred Crore 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, free reserves and securities premium of the Company at any/ one time except with the consent of the Members of the Company in a General Meeting.

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 Board 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.

ITEM NO. 7:

The Members of the Company in their 4th Annual General Meeting (“AGM”), had appointed Mr. Amit Sharma (DIN: 08050304) as the Managing Director and CEO of the Company for a term of five (5) years, with effect from May 12, 2021, up to May 11, 2026. The Members had also approved his remuneration for a period of three (3) years, from May 12, 2021, to May 11, 2024, in the event of no profit or inadequate profit, in accordance with Schedule V of the Companies Act, 2013 (“the Act”).

Further, at the 7th AGM held on July 22, 2024, the Members approved the remuneration of Mr. Amit Sharma for a further period of three (3) years, pursuant to the provisions of the Companies Act, 2013. The Members had, at the said AGM, also approved the payment of remuneration to Mr. Amit Sharma, in the event of no profit or inadequate profit, up to a maximum limit of Rs. 2.00 crore per annum.

Further, the last revision in the remuneration of Mr. Amit Sharma was approved by the Members at the aforesaid AGM and, pursuant to the powers delegated by the Members, a subsequent revision in his remuneration was approved by the Board of Directors at its meeting held on January 17, 2026, as detailed below:

Details of Remuneration		Annual remuneration per annum (in INR)
1	Basic Salary	75,00,000
2	House Rent Allowance	37,50,000
3	Special Allowance	21,44,600
4	Reimbursements	7,05,400
5	Provident Fund	9,00,000
Total		1,50,00,000

Further, the Nomination & Remuneration Committee, at its meeting held on July 11, 2025, granted Employee Stock Options to Mr. Amit Sharma under the SHFL Employee Stock Option Scheme, 2025.

In view of the immense responsibilities shouldered by Mr. Amit Sharma and his significant contribution towards the achievement of the Company's objectives, and on recommendation of Nomination and Remuneration Committee, the Board at its meeting held on May 05, 2026, approved re-appointment of Mr. Amit Sharma (DIN: 08050304) as the Managing Director and CEO of the Company, liable to retire by rotation, for a further term of three (3) years with effect from May 12, 2026 up to May 11, 2029, at a remuneration of Rs. 1.50 crore per annum, as detailed above.

Further, pursuant to the provisions of Sections 2(51), 152, 178, 196, 197, 198 and 203 of the Companies Act, 2013, read with the relevant rules made thereunder, including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the applicable provisions of the Articles of Association and the Nomination and Remuneration Policy of the Company, as well as the applicable provisions of the Reserve Bank of India (Non-Banking Financial Companies – Governance) Directions, 2025 and other applicable RBI directions, guidelines and circulars issued from time to time, Mr. Amit Sharma is eligible and qualified for re-appointment as the Managing Director and CEO of the Company.

The Company has received all statutory declarations/disclosures from Mr. Amit Sharma including:

- 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 he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013; and
- iii) Disclosures under section 184 of the Companies Act, 2013 in regard to interest in other entities in the prescribed format.

Pursuant to the provisions of schedule V of the Companies Act, 2013, the statement shall contain the following information:

I. General information:

- (1) **Nature of industry:** Housing Finance Company
- (2) **Date or expected date of commencement of commercial production:** November 14, 2017
- (3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable
- (4) **Financial performance based on given indicators:**

(Amount in Lakhs)

Particulars	Year Ended March 31, 2026	Year Ended March 31, 2025
Income from Operations	12,848.48	11012.09
Other Income	1,761.32	502.64
Total Income	14,609.80	11514.73
Less: Expenses	13,933.48	10973.99
Profit / (Loss) before tax	676.32	540.74
Add/ (Less): Tax expenses	169.90	136.48
Net Profit / (Loss) after Tax	506.42	404.26
Other Comprehensive Income	489.53	-328.93
Total Comprehensive Income	995.95	75.33
Earnings per share (Basic)	0.30	0.29
Earnings per Share (Diluted)	0.30	0.29

- (5) **Foreign investments or collaborations, if any:** Nil

II. Information about the appointee

- (1) **Background details:** Mr. Amit Sharma has over 25 years of rich experience in NBFCs and the Financial services sector in Domestic and International Markets & has held key positions in Large Corporate Houses. Prior to Satin Housing Finance Ltd, Mr. Amit Sharma was the Chief Business Officer (CBO) for LAS & Agri Commodity Funding, Commercial Vehicle Finance. He was instrumental in starting and conceptualizing Home Loans business and played a key business development role in building up Loan Against Shares and Agri Commodities (LAS), Commercial Vehicle Finance, Loan Against Property –SME (Cross-sell) and Structured Financing. Mr. Amit Sharma areas of specialization & in-depth knowledge of the various facets of the business include Loan Against Shares (LAS), Agri Commodities Funding, LAS, Mortgages, Commercial Vehicle Finance, Home Loans ,Investment Banking, Fund Raising, Treasury, Legal, International Syndication Structures, Operations, Products, Risk Management, Private Equity, Retail & Institutional Business, Sales and Marketing & building up and scaling up business.

Mr. Amit Sharma has also worked with organization such as Religare Group, P.N. Vijay Financial Services, Abhipra Capital Ltd and the Association of National Exchange Members of India. He is a Qualified Company Secretary (CS) from ICSI and LLB from Delhi University and has completed his B.Com. (Hons.) from Delhi University, DIFC (Dubai) Certification.

- (2) **Past remuneration:** Cost to Company of Rs. 126.19 Lakhs per annum (last drawn salary for the FY 2025-26).
- (3) **Recognition or awards:** Played instrumental role in transformation of new Start-Up Company into a Giant Company.
- (4) **Job profile and his suitability:** Refer details as specified against point no. (1) above.
- (5) **Remuneration proposed:** There is no revision in the remuneration as this is re-appointment.
- (6) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):** Median Salary as per Industry Standard/ Housing Finance Companies
- (7) **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:** Not Applicable

III. Other Information

- (1) **Reasons of loss or inadequate profits:** High operational costs, strong competition, economic factors and market changes.
- (2) **Steps taken or proposed to be taken for improvement:** Appointed quality work force to take care of business requirements.
- (3) **Expected increase in productivity and profits in measurable terms:** Company made profit during the financial year 2025-26 and the Company is expected to cross the AUM of Rs. 3,000 crores in next couple of years.

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	August 21, 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	February 07, 2018		
Remuneration last drawn (Rs. in Lakhs)	126.19 Lakhs		
Brief Profile	Over more than 25 years of experience in NBFCs and the Financial services sector in Domestic and International Markets & has held 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 including 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	Satin Housing Finance Limited	Audit Committee	Member
		Information Security Committee	Member
		IT Steering Committee	Member
		Committee of Executives for Fraud Risk Management	Member
		Grievance Redressal Committee	Member
		Risk Management Committee	Member
		Working Committee	Member
		Asset Liability Management Committee	Chairman
IT Strategy Committee	Member		
Memberships of committees across	Nil		

companies (only Statutory Committees as required to be constituted under the Act considered)	
Shareholding in the Company (Equity)	Nil
Relationship with other Directors/Manager/Key Managerial Personnel	Nil
Number of Board meetings attended during FY 2025-26	Seven

The Board recommend the resolutions for Members' approval as a special resolution.

Except for Mr. Amit Sharma, being the concerned person, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

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

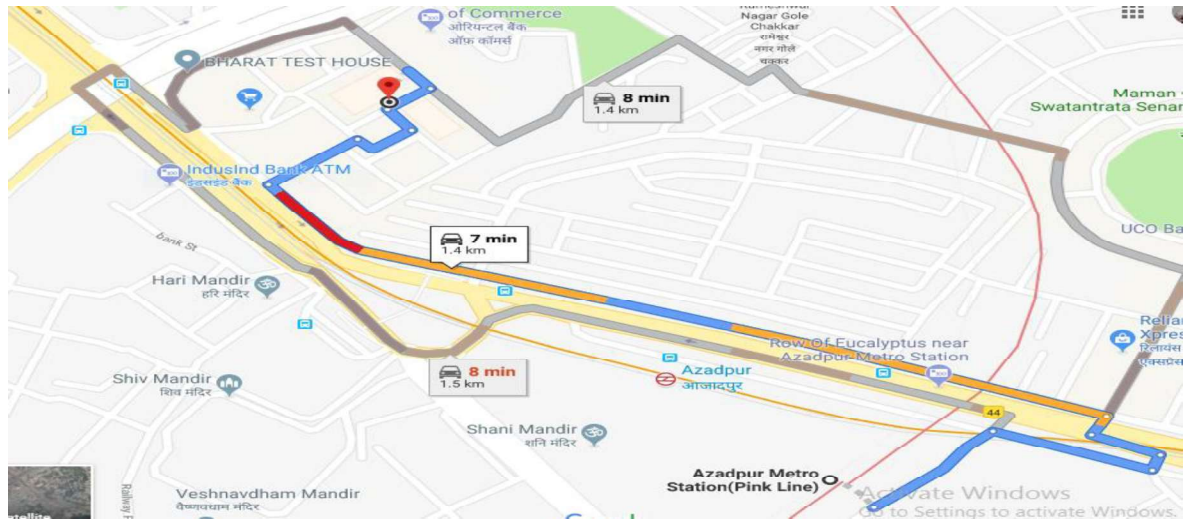
BRAJESH Digitally signed by
BRAJESH KUMAR
KUMAR Date: 2026.05.31
13:15:05 +05'30'

Brajesh Kumar
Company Secretary & CCO
Membership No. A56273

Date: May 31, 2026
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 9th Annual General Meeting of the Company, to be held on **Monday, June 22, 2026 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:

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 financial year ended March 31, 2026, including the audited Balance Sheet as of March 31, 2026, 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 Dr HP Singh (DIN: 00333754), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To appoint M/s. S. P. Chopra & Co., Chartered Accountants (ICAI Firm Registration No. 000346N), as Statutory Auditor of the Company for a term of 3 consecutive 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		
5.	Approval of the creation of security on properties of the Company		
6.	Approval of the fixation of the borrowing limit		
7.	Approval of re-appointment of Mr. Amit Sharma (DIN: 08050304) as Managing Director and CEO of the Company		

Signed this _____ day of _____ 2026.

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)	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 **9th Annual General Meeting** of Satin Housing Finance Limited being held on **Monday, June 22, 2026, at 11:00 AM** 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.**