

NOTICE

Notice is hereby given that the **16th Extra-Ordinary General Meeting (01/2026-27)** of **SATIN HOUSING FINANCE LIMITED** will be held at **Shorter Notice** on **Wednesday, July 29, 2026, at 11:00 AM (IST)** at its Corporate Office at Plot No. 492, 2nd Floor, B-Wing, Udyog Vihar, Phase III, Gurugram-122016 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. 1,84,00,00,000/- (Rupees One Hundred Eighty-Four Crore only) divided into 18,40,00,000 (Eighteen Crore Forty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each **to** Rs. 1,92,50,00,000/- (Rupees One Hundred Ninety-Two Crore Fifty Lakh only) divided into 19,25,00,000 (Nineteen Crore Twenty-Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each by creation of additional 85,00,000 (Eighty-Five 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. 1,92,50,00,000/- (Rupees One Hundred Ninety-Two Crore Fifty Lakh only) divided into 19,25,00,000 (Nineteen Crore Twenty-Five Lakh) 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 & CCO of the Company.”

Date: July 23, 2026

Place: Gurugram

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

**Brajesh Kumar
Company Secretary & CCO**

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 Extra-ordinary General Meeting is annexed.

EXPLANATORY STATEMENTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**ITEM NO. 1:**

To facilitate the allotment of equity shares upon the exercise of vested Employee Stock Options granted under the SHFL Employee Stock Option Scheme – 2025, the Company proposes to increase its authorised share capital. The existing authorised share capital of the Company is Rs. 1,84,00,00,000/- (Rupees One Hundred Eighty-Four Crore only) divided into 18,40,00,000 (Eighteen Crore Forty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each.

As the vesting of Employee Stock Options has commenced and equity shares will be required to be allotted to eligible employees upon exercise of such vested options, it is proposed to increase the authorised share capital of the Company from Rs. 1,84,00,00,000/- (Rupees One Hundred Eighty-Four Crore only) to Rs. 1,92,50,00,000/- (Rupees One Hundred Ninety-Two Crore Fifty Lakh only) by creation of 85,00,000 (Eighty-Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each, ranking *pari passu* in all respects with the existing equity shares of the Company.

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 resolution no. 1 above.

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

None of the Directors & KMPs and their relatives is interested in or concerned in this resolution.

Date: July 23, 2026

Place: Gurugram

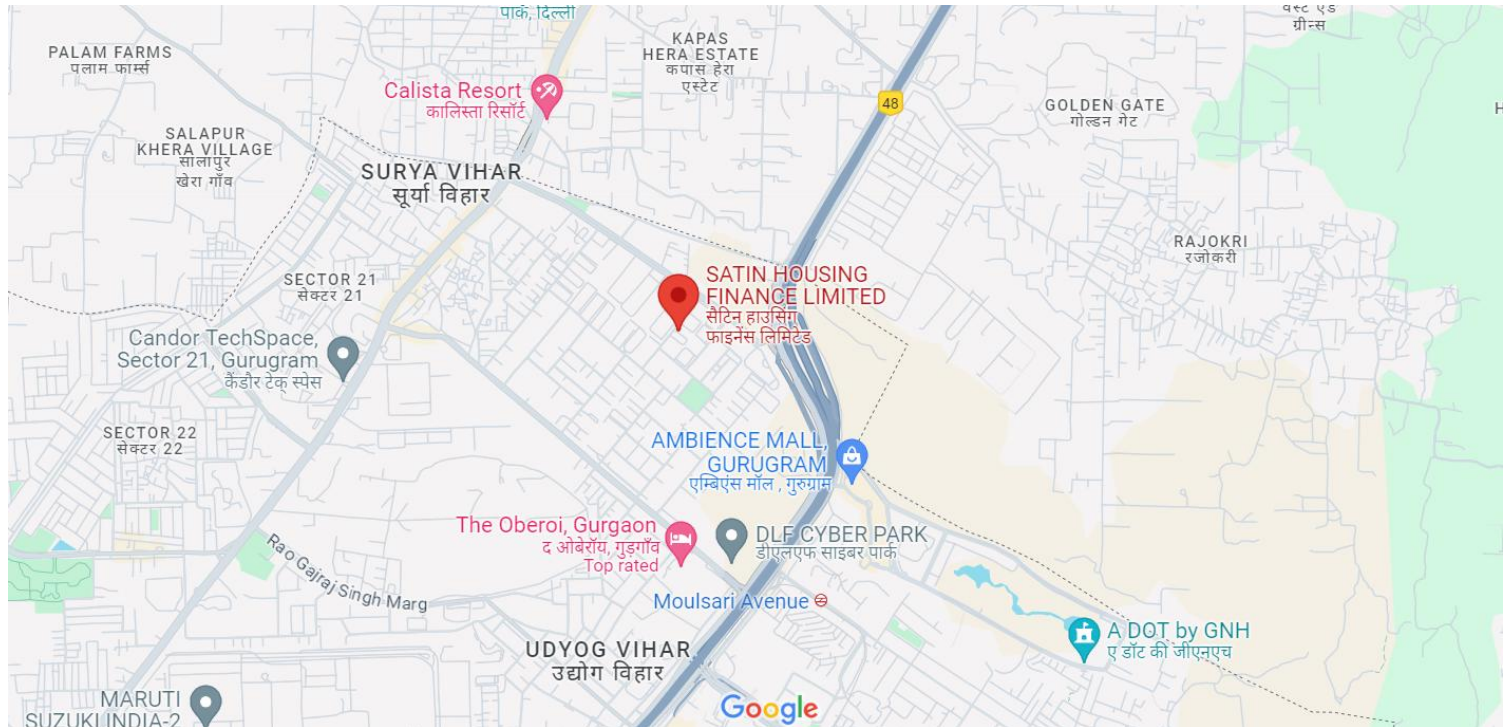
**By Order of the Board of Directors
of Satin Housing Finance Limited**

**Brajesh Kumar
Company Secretary & CCO**

ROUTE MAP TO REACH EGM VENUE

Google Map Link to Reach EGM Venue

[Click Here](#)



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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **16th Extra-Ordinary General Meeting (01/2026-27)** of the Company, to be held on **Wednesday, July 29, 2026, at 11:00 AM (IST)**, at Plot No. 492, 2nd Floor, B-Wing, Udyog Vihar, Phase III, Gurugram 122016 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 _____ 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

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 **16th Extra-Ordinary General Meeting (01/2026-27)** of Satin Housing Finance Limited being held on **Wednesday, July 29, 2026, at 11:00 AM (IST)** at Corporate Office situated at Plot No. 492, 2nd Floor, B-Wing, Udyog Vihar, Phase III, Gurugram 122016.

 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.