



**Registered & Corporate Office:**

4th Floor, 'B' Wing, Plot No. 492, Udyog Vihar, Phase -III Gurugram, Haryana - 122016

CIN : U65999HR2018PLC099128 I Landline No : 0124 - 47154000

E-Mail ID : info@satinfinserv.com I Website : www.satinfinserv.com

**NOTICE OF FIRST EXTRA ORDINARY GENERAL MEETING (FY 2023-24)**

**NOTICE** is hereby given that the First **Extra Ordinary General Meeting** of the Shareholders of **Satin Finserv Limited** will be held on Monday, August 07, 2023 at 11:00 A.M. at Shorter Notice at its registered office at 4th Floor, B Wing, Plot No. 492, Udyog Vihar, Phase III, Gurugram – 122016, Haryana, to transact the following business:

**Special Business:**

1. To re-appoint Mr. Sundeep Kumar Mehta (DIN: 00840544) as Non - Executive & Independent Director and **if thought fit, to pass with or without modification(s) the following resolution as an Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act 2013 read with rule 4, 5, 6 & 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 subject to Schedule IV (including any statutory modification(s) or re-enactment thereof, from time to time), and other provisions of the Companies Act, 2013 (“Act”), the relevant provisions of applicable RBI guidelines, the Articles of Association and Nomination and Remuneration Policy of the Company and all applicable regulations or guidelines issued by the governmental authorities from time to time and subject to such regulatory approvals as may be necessary, if any, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Shareholders of the Company be and are hereby accorded to re-appoint Mr. Sundeep Kumar Mehta (DIN: 00840544) who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Act and who is eligible for re-appointment for a second term under the provisions of the Act, rules made thereunder as Non - Executive & Independent Director of the Company for a term of 5 (Five) years with effect from August 10, 2023 to August 09, 2028 or such earlier period as may be determined under applicable statute, with sitting fees as decided by Board of Directors.

**RESOLVED FURTHER THAT** Mr. Sundeep Kumar Mehta shall not be liable to retire by rotation during the entire tenure of his re-appointment i.e. August 10, 2023 to August 09, 2028.

**RESOLVED FURTHER THAT** any Director or Company Secretary or Chief Financial Officer of the Company, be and are severally authorised to sign, file, submit any documents(s), form(s), paper(s) and writing(s) with ROC, NCT of Haryana and do all such act(s), deed(s), matter(s) and thing(s) required to make this resolution effective.”

2. To re-appoint Mr. Anil Kumar Kalra (DIN: 07361739) as Non - Executive & Independent Director and **if thought fit, to pass with or without modification(s) the following resolution as an Special Resolution:**

**“RESOLVED** pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act 2013 read with rule 4, 5, 6 & 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 subject to Schedule IV (including any statutory modification(s) or re-enactment thereof, from time to time), and other provisions of the Companies Act, 2013 (“Act”), the relevant provisions of applicable RBI guidelines, the Articles of Association and Nomination and Remuneration Policy of the Company and all applicable regulations or guidelines issued by the governmental authorities from time to time and

subject to such regulatory approvals as may be necessary, if any, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Shareholders of the Company be and is hereby accorded to re-appoint Mr. Anil Kumar Kalra (DIN: 07361739), who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Act and who is eligible for re-appointment for a second term under the provisions of the Act, rules made thereunder as Non - Executive & Independent Director of the Company for a term of 5 (five) years with effect from August 10, 2023 to August 09, 2028 or such earlier period as may be determined under applicable statute, with sitting fees as decided by Board of Directors.

**RESOLVED FURTHER THAT** Mr. Anil Kumar Kalra shall not be liable to retire by rotation during the entire tenure of his re-appointment i.e. August 10, 2023 to August 09, 2028.

**RESOLVED FURTHER THAT** any Director or Company Secretary or Chief Financial Officer, be and are severally authorised to sign, file, submit any documents(s), form(s), paper(s) and writing(s) with ROC, NCT of Haryana and do all such act(s), deed(s), matter(s) and thing(s) required to make this resolution effective.”

**For and on behalf of the Board of Directors of  
Satin Finserv Limited**

**Date: July 21, 2023  
Place: Gurugram**

**SD/-**

**Puneet Jolly  
Company Secretary  
CS Mem. No. A43608**

**Notes:**

1. An explanatory statement as required under section 102 of the Companies Act, 2013 in respect of the business specified under Item No. 1 & 2 is annexed hereto.
2. The terms & conditions of re-appointment as stated in the letter of appointment be and are hereby open for inspection at the registered office of the Company during business hours and shall be posted on website of the Company.
3. A Shareholder who is entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a Shareholder of the Company. A person can act as proxy on behalf of Shareholder not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a Shareholder holding more than ten percent 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 shareholders.
4. Shareholders 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 to Company Secretary at the Registered Office of the Company, so that the same may be attended to appropriately.
5. Shareholders/Proxies are requested to bring their duly filled attendance slip sent herewith at the Meeting.
6. A blank proxy form is enclosed hereto and if intended to be used, it should be returned duly completed at the registered office of the Company not less than 48 hours before the scheduled time of the Commencement of the Meeting.
7. Shareholders can inspect the register of director and key managerial personnel and their shareholding and register of contracts or arrangements as maintained under section 170 and section 189 of the Companies Act, 2013 during the course of the meeting at the venue.
8. Shareholders holding equity capital shall have one vote per share.
9. Corporate Shareholders intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
10. All documents referred to in accompanying notice and the statement shall be open for inspection at the Registered Office of the Company during the normal business hours from 09:00 a.m. to 06:00 p.m. on all working days, except Saturdays and Sundays up to and including the date of Extra Ordinary General Meeting of the Company and will also be available for the inspection
11. Further, the Company is conducting First Extra Ordinary General Meeting (FY 2023-24) at shorter notice. The consents in writing from requisite Shareholders for shorter notice are received by the Company. Therefore, the Company is not sending request for consent(s) along with notice. Any Shareholder or auditors can inspect the shorter notice consents in writing at registered office of the Company. The same is open for inspection.
12. The route map showing direction to reach the venue of First Extra Ordinary General Meeting (FY2023-24) is annexed.

**For and on behalf of the Board of Directors of  
Satin Finserv Limited**

**Date: July 21, 2023**

**Place: Gurugram**

**SD/-**

**Puneet Jolly  
Company Secretary**

**CS Mem. No. A43608**

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 1**

Mr. Sundeep Kumar Mehta (DIN: 00840544) was appointed as First Director of the Company. Further, it is informed that the Nomination & Remuneration Committee and Board of Directors subject to approval of Shareholders, in their meetings held on May 02, 2019 has confirmed his appointment as Non - Executive & Independent Director of the Company for the term of 5 (five years) w.e.f. August 10, 2018. The Shareholders in their meeting held on June 03, 2019 has confirmed his appointment as Non - Executive & Independent Director w.e.f. August 10, 2018 to hold office till August 09, 2023.

Pursuant to Section 149, 150, 152 including rules made thereon and other applicable provisions of the Companies Act 2013 read with Schedule IV, Mr. Sundeep Kumar Mehta is eligible to be re-appointed for further term of 5 (five) years as Non - Executive & Independent Director. Further, the Company has received relevant disclosures from him stating that he is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder and he meet the criteria of Independence as specified under Section 149 of the Act and applicable laws. Mr. Sundeep Kumar Mehta has given his consent to act as Director. He has also given declaration to the effect that he is not disqualified from being appointed as Director in terms of Section 164 of the Act, The Company has received requisite disclosures from Mr. Sundeep Kumar Mehta.

Based on performance evaluation conducted, pursuant to Nomination and Remuneration Policy of the Company and applicable laws, his performance was rated as 97.59%, for the financial year 2022-23, which was reviewed and took note by the Nomination & Remuneration Committee and Board of Directors in their respective meetings held on March 30, 2023.

The Board is in opinion that re-appointment of Mr. Sundeep Kumar Mehta as Non - Executive & Independent Director fulfils the conditions of the Companies Act, 2013 rules made thereunder and other applicable laws. Accordingly, based on report on performance evaluation, skills, rich experience, contribution, the Nomination & Remuneration Committee and Board of Directors in their respective meetings held on July 21, 2023 has approved and recommended to re-appoint Mr. Sundeep Kumar Mehta as Non - Executive & Independent Director subject to approval of Shareholders, for further 5 (five) years with effect from August 10, 2023 to August 09, 2028. Notice stipulated under Section 160 of the Act has been received from him intending to propose the candidature of Mr. Sundeep Kumar Mehta for re-appointment as Non - Executive & Independent Director of the Company.

In the opinion of the Board, Mr. Sundeep Kumar Mehta is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the applicable provisions of the RBI guidelines, as amended and is independent of the Management of the Company. A copy of the draft Letter of Appointment of Mr. Sundeep Kumar Mehta as Non - Executive & Independent Director is available for on website [www.satinfinserve.com](http://www.satinfinserve.com) for inspection and can available through electronic mode, basis on the request being sent on [info@satinfinserve.com](mailto:info@satinfinserve.com). Mr. Sundeep Kumar Mehta shall not be retire by rotation and shall be eligible for sitting fees as approved by the Board.

Details of Mr. Sundeep Kumar Mehta as per Secretarial Standard are given in this Notice.

None of the Directors or Key Managerial Personnel of the Company or the relatives, except Mr. Sundeep Kumar Mehta, the proposed appointee, is concerned or interested, financially or otherwise, in this resolution.

The Board of Directors recommends the Special Resolution for approval of the Shareholders of the Company.

**DETAILS OF MR. SUNDEEP KUMAR MEHTA PURSUANT TO SECRETARIAL STANDARD 2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA**

<b>Name of the Director</b>	Mr. Sundeep Kumar Mehta	
<b>Date of Birth</b>	21-09-1961	
<b>Age</b>	61 Years	
<b>Qualifications</b>	He have bachelor's degree in science from the University of Rajasthan and Master's degree in Humanities from Annamalai University and also has completed diploma courses in Automotive engineering, Labour Laws, Cyber Laws, and Management and a post graduate diploma in Business Administration from Annamalai University.	
<b>Brief Profile &amp; Experience</b>	He holds more than 34 years of experience in human resources development, strategy, business management, business transformation strategies, business process re-engineering, employee engagement processes, performance evaluation and enhancement and corporate restructuring and currently working with International Quality Management System as Director and has previously worked at the RKJ group, Escorts Limited, The Panacea Biotech Limited, Bata India Limited and Eicher Good Earth Limited.	
<b>Date of First Appointment on the Board</b>	10/08/2018	
<b>Terms and conditions of appointment or re-appointment</b>	As per the Letter of Appointment available on website	
<b>Details of Remuneration sought to be paid (per annum)</b>	Sitting Fees as approved by the Board from time to time	
<b>Remuneration last drawn (Rs. In Lakhs)</b>	Sitting Fees. Please refer in Board's Report	
<b>Directorships held in other companies (excluding foreign companies) as on date</b>	2 <ul style="list-style-type: none"> <li>• Satin Creditcare Network Limited</li> <li>• Satin Housing Finance Limited</li> </ul>	
<b>Chairmanship / Memberships of committees across companies of the Board</b>	<b>Name of the Committee</b>	<b>Designation</b>
	IT Strategy Committee	Chairperson
	Risk Management Committee	Chairperson
	Nomination and Remuneration Committee	Chairperson
	Audit Committee	Chairperson
<b>Shareholding in the Company</b>	NIL	
<b>Relationship with other Directors/ Manager/ Key Managerial Personnel</b>	NIL	
<b>Number of Board Meetings attended during the FY 2022-23</b>	5	
<b>Performance evaluation report of such Director or summary thereof</b>	The overall percentage was 97.59%.	

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 2**

Mr. Anil Kumar Kalra (DIN: 07361739) was appointed as First Director of the Company. Further, it is informed that the Nomination & Remuneration Committee and Board of Directors subject to approval of Shareholders, in their meetings held on May 02, 2019 has confirmed his appointment as Non - Executive & Independent Director of the Company for the term of 5 (five years) w.e.f. August 10, 2018. The Shareholders in their meeting held on June 03, 2019 has confirmed his appointment as Non - Executive & Independent Director w.e.f. August 10, 2018 to hold office till August 09, 2023.

Pursuant to Section 149, 150, 152 including rules made thereon and other applicable provisions of the Companies Act 2013 read with Schedule IV, Mr. Anil Kumar Kalra is eligible to be re-appointed for further term of 5 (five) years as Non - Executive & Independent Director. Further, the Company has received relevant disclosures from him stating that he is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder and he meet the criteria of Independence as specified under Section 149 of the Act and applicable laws. Mr. Anil Kumar Kalra has given his consent to act as Director. He has also given declaration to the effect that he is not disqualified from being appointed as Director in terms of Section 164 of the Act, The Company has received requisite disclosures from Mr. Anil Kumar Kalra.

Based on performance evaluation conducted, pursuant to Nomination and Remuneration Policy of the Company and applicable laws, his performance was rated as 98.07%, for the financial year 2022-23, which was reviewed and took note by the Nomination & Remuneration Committee and Board of Directors in their respective meetings held on March 30, 2023.

The Board is in opinion that re-appointment of Mr. Anil Kumar Kalra as Non - Executive & Independent Director fulfils the conditions of the Companies Act, 2013 rules made thereunder and other applicable laws. Accordingly, based on report on performance evaluation, skills, rich experience, contribution, the Nomination & Remuneration Committee and Board of Directors in their respective meetings held on July 21, 2023 proposed to re-appoint Mr. Anil Kumar Kalra as Non - Executive & Independent Director subject to approval of Shareholders, for further 5 (five) years with effect from August 10, 2023 to August 09, 2028. Notice stipulated under Section 160 of the Act has been received from him intending to propose the candidature of Mr. Anil Kumar Kalra for re-appointment as Non - Executive & Independent Director of the Company.

In the opinion of the Board, Mr. Anil Kumar Kalra is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the applicable provisions of the RBI guidelines, as amended and is independent of the Management of the Company. A copy of the draft Letter of Appointment of Mr. Anil Kumar Kalra as Non - Executive & Independent Director is available for on website [www.satinfinserve.com](http://www.satinfinserve.com) for inspection and can available through electronic mode, basis on the request being sent on [info@satinfinserve.com](mailto:info@satinfinserve.com). Mr. Anil Kumar Kalra shall not be retire by rotation and shall be eligible for sitting fees as approved by the Board.

Details of Mr. Anil Kumar Kalra as per Secretarial Standard are given in this Notice.

None of the Directors or Key Managerial Personnel of the Company or the relatives, except Mr. Anil Kumar Kalra, the proposed appointee, is concerned or interested, financially or otherwise, in this resolution.

The Board of Directors recommends the Special Resolution for approval of the members of the Company.

**DETAILS OF MR. ANIL KUMAR KALRA PURSUANT TO SECRETARIAL STANDARD 2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA**

<b>Name of the Director</b>	Mr. Anil Kumar Kalra		
<b>Date of Birth</b>	22-05-1955		
<b>Age</b>	68 Years		
<b>Qualifications</b>	B.Com (H) from Shree Ram College of Commerce, University of Delhi and master’s degree in business administration with specialization in finance from Faculty of Management Studies (FMS), Delhi University.		
<b>Brief Profile &amp; Experience</b>	A qualified professional having 38 years of experience in Banking and Financial Services followed by teaching experience of 5 years as Professor of finance in the Institute of Technology and Science, Ghaziabad. Worked as Chief Executive Officer in Financial Services Company, London and as a Senior Vice President in a NBFC for 3 and half years during 38 years of experience, engaged in providing financial services including asset financing and debt syndication and other financial services.		
<b>Date of First Appointment on the Board</b>	10/08/2018		
<b>Terms and conditions of appointment or re-appointment</b>	As per the Letter of Appointment available on website		
<b>Details of Remuneration sought to be paid (per annum)</b>	Sitting Fees as approved by the Board from time to time		
<b>Remuneration last drawn (Rs. In Lakhs)</b>	Sitting Fees. Please refer in Board’s Report		
<b>Directorships held in other companies (excluding foreign companies) as on date</b>	2 <ul style="list-style-type: none"><li>Satin Creditcare Network Limited</li><li>Satin Housing Finance Limited</li></ul>		
<b>Chairmanship / Memberships of committees across companies of the Board</b>	<b>Name of the Committee</b>	<b>Designation</b>	
	Nomination and Remuneration Committee	Member	
	Audit Committee	Member	
	Risk Management Committee	Member	
<b>Shareholding in the Company</b>	NIL		
<b>Relationship with other Directors/ Manager/ Key Managerial Personnel</b>	NIL		
<b>Number of Board Meetings attended during the FY 2022-23</b>	5		
<b>Performance evaluation report* of such Director or summary thereof</b>	The overall percentage was 98.07%.		

**ATTENDANCE SLIP**

(To be presented at the entrance)

Members are requested to complete this Attendance Slip and hand it over at the Registered Office of the Company. Only Members or their Proxies are entitled to be present at the First Extra Ordinary General Meeting.

Name:

Sh. Cert. No. /Folio No. / DP & Client ID:

Address:

No. of Shares Held:

I hereby record my presence at the First Extra Ordinary General Meeting held on Monday, August 07, 2023 at 11:00 A.M. at its registered office at 4th Floor, B wing, Plot No. 492 Udyog Vihar, Phase III Gurugram Haryana - 122016

**SIGNATURE OF THE SHAREHOLDER/PROXY \***

\*Strike out whichever is not applicable.



**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]**

CIN: **U65999HR2018PLC099128**

Name of the Company: **Satin Finserv Limited**

Address: **4th Floor, B wing, Plot No. 492 Udyog Vihar, Phase III Gurugram Haryana- 122016**

Name of the Member(s):

Registered Address:

E-mail Id:

Folio No. / Sh. Cert. No. DP & Client ID:

**We, being the member of Satin Finserv Limited for \_\_\_\_\_ Equity shares, hereby appoint**

1. Name: .....

2. Address: .....

3. Email Id: .....

4. Signature: ....., or failing him

1. Name: .....

2. Address: .....

3. Email Id: .....

4. Signature: ....., or failing him

1. Name: .....

2. Address: .....

3. Email Id: .....

4. Signature: .....

as our proxy to attend and vote by show of hands/ (on a poll) for us and on our behalf at the First Extra Ordinary General Meeting of the Company, to be held on Monday, August 07, 2023 at 11:00 A.M. at its registered office at 4th Floor, B wing, Plot No. 492 Udyog Vihar, Phase III, Gurugram - 122016, Haryana and at any adjournment thereof in respect of such resolution as are indicated below:

**Resolution No. 1:** To re-appoint Mr. Sundeep Kumar Mehta (DIN: 00840544) as Non - Executive & Independent Director

**Resolution No. 2:** To re-appoint Mr. Anil Kumar Kalra (DIN: 07361739) as Non - Executive & Independent Director

Date: \_\_\_\_\_,

**Affix Re. 1  
Revenue  
Stamp**

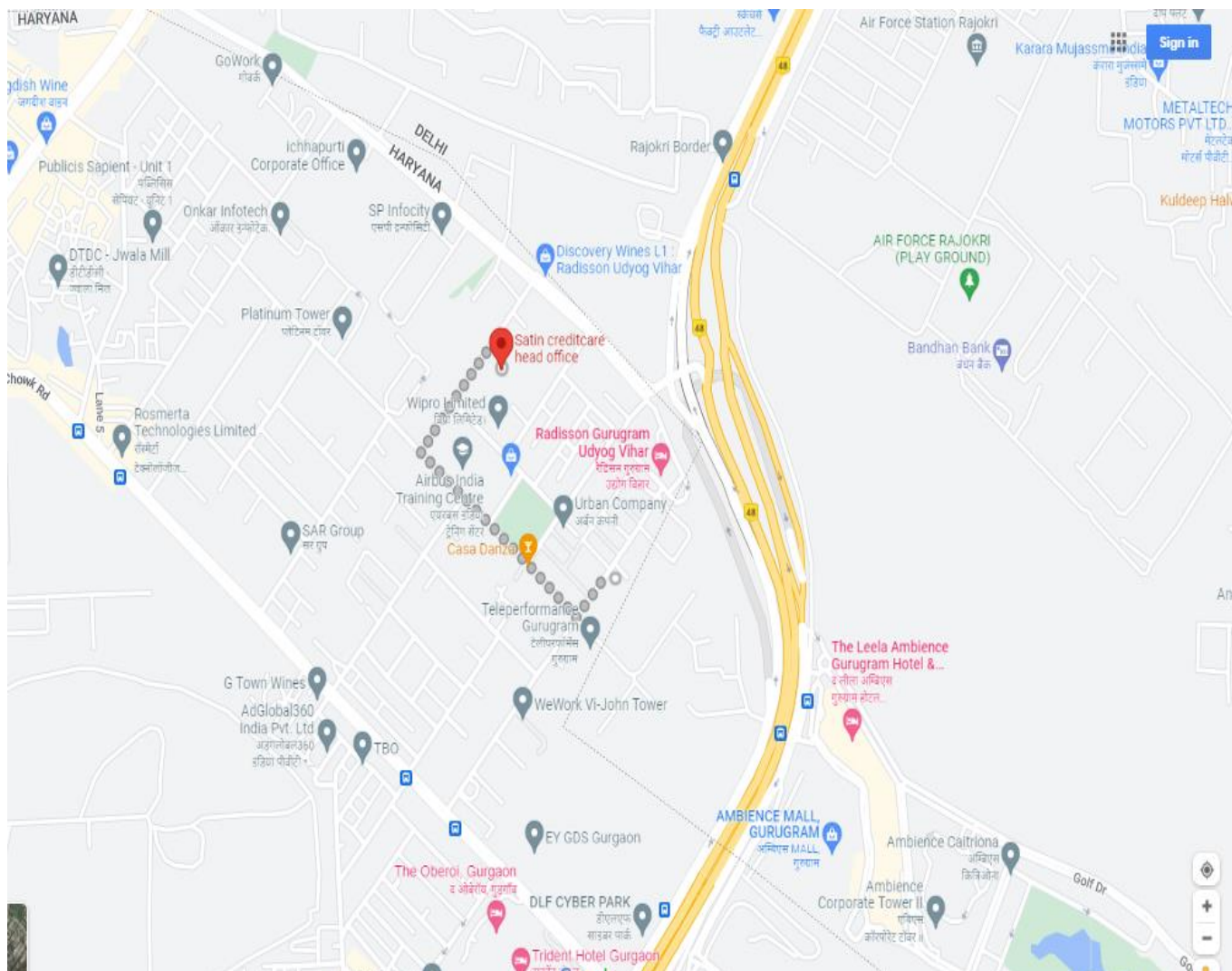
**Signature of the shareholder/Authorized Representative**

**Note:**

- 1.) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2.) Those Members who have multiple folios with different joint holders may use copies of this attendance slip/Proxy form.
- 3.) Inspection of proxies shall be allowed between 09:00 a.m. to 06:00 p.m.

## ROUTE MAP

**Venue of First Extra Ordinary General Meeting**  
4th Floor, B wing, Plot No. 492 Udyog Vihar, Phase III, Gurugram - 122016, Haryana



**Date: July 28, 2023**

**To,  
Shareholders of  
Satin Finsev Limited  
4th Floor, B wing, Plot No. 492  
Udyog Vihar, Phase III Gurugram Haryana - 122016**

**Subject:- Notice under Section 160 of the Companies Act, 2013 read with Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014**

Dear Sir/Madam,

Pursuant to Section 160 of the Companies Act, 2013 read with Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any amendment/modification) and other applicable laws, this is to inform you that Mr. Sundeep Kumar Mehta (DIN: 00840544) and Mr. Anil Kumar Kalra (DIN: 07361739), Non-executive & Independent Director of the Satin Finserv Limited ("the Company"), has given their notices under Section 160 of the Companies Act, 2013, signifying their candidatures for re-appointment as Non-executive & Independent Director of the Company, for further period of 5 (Five) years of the Company.

Accordingly, the Company is proposing to re-appoint Mr. Sundeep Kumar Mehta (DIN: 00840544) and Mr. Anil Kumar Kalra (DIN: 07361739), as Non-executive & Independent Director for the term of 5 (Five) years starting from August 10, 2023 to August 09, 2028 at ensuing Extra-ordinary General Meeting after approvals of Nomination & Remuneration Committee and Board of Directors of the Company.

Please acknowledge the same and oblige us.

**For Satin Finserv Limited**

**SD/-  
Puneet Jolly  
Company Secretary**