



SATIN FINSERV LIMITED

Registered & Corporate Office: 4th Floor, 'B' Wing, Plot No. 492, Udyog Vihar, Phase-III, Gurugram, Haryana - 122016

CIN: U65999HR2018PLC099128 I Landline No: 0124 - 4715400

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

NOTICE

SHORTER NOTICE is hereby given that the Fourth Extra Ordinary General Meeting (FY 2025-26) of the Members of Satin Finserv Limited will be held on Monday, December 29, 2025, at 01:00 P.M at Registered Office of the Company at 4th Floor, 'B' Wing, Plot No. 492, Udyog Vihar, Phase -III, Gurugram, Haryana - 122016, to transact the following business:

Special Business:

1. APPOINTMENT OF MR. PRAMOD MARAR (DIN - 03188810) AS WHOLE TIME DIRECTOR (EXECUTIVE DIRECTOR) 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 2(51), 178, 196, 197, 198 and 203 of the Companies Act, 2013 (the 'Act') along with relevant rules of the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014 read with Schedule V of Act (including any statutory modification or re-enactment thereof, from time to time) and the relevant provisions of the Articles of Association and Nomination and Remuneration Policy of the Company and applicable provisions/directions/guidelines/circulars issued by Reserve Bank of India and on recommendation of Nomination and Remuneration Committee and Board of Directors, consent of the Members be and is hereby accorded to appoint Mr. Pramod Marar (DIN 03188810) as Whole-time Director (WTD) (Executive Director) of the Company from November 26, 2025 upto August 19, 2028 with the following terms, conditions and remuneration as approved by the Board of Directors in their meeting held on November 26, 2025.

RESOLVED FURTHER THAT the designation of Mr. Pramod Marar shall be Whole Time Director (WTD) (Executive Director) & CEO of the Company w.e.f. November 26, 2025.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to alter or vary the scope of remuneration of Mr. Pramod Marar, Whole Time Director (WTD) (Executive Director) & CEO of the Company, including the monetary value thereof, to the extent recommended by Nomination & Remuneration Committee from time to time as may be considered appropriate, subject to the overall limit specified under the Act and rules framed thereunder.

RESOLVED FURTHER THAT if in any financial year during the currency of his tenure, the Company has no profits or its profit are inadequate, remuneration -by way of salary, perquisite and other allowances or any contribution thereof shall be the minimum remuneration payable to Mr. Pramod Marar, subject to compliance with the provisions contained in Schedule V of the Act (including any statutory modification(s) and re-enactments thereof).

RESOLVED FURTHER THAT Mr. Pramod Marar shall be liable to retire by rotation during the entire tenure of his appointment."

Place: Gurugram
Date: December 19, 2025

By Order of the Board of Directors
For Satin Finserv Limited

Sd/-
Sangam Jaiswal
Company Secretary and Chief Compliance Officer

Notes:

1. An explanatory statement as required under Section 102 of the Companies Act, 2013 ("the Act") in respect of the special business specified above is annexed hereto. Information in accordance with Secretarial Standard 2 issued by the Institute of Company Secretaries of India for Item No. 1 of Special business is annexed to this notice.
2. A Member 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 Member of the Company. A person can act as proxy on behalf of Member 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 Member 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 Members.
3. 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 atleast 1 day 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.
4. Members/Proxies are requested to bring their duly filled attendance slip sent herewith at the Meeting.
5. 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 (forty-eight) hours before the scheduled time of the Commencement of the Meeting.
6. Members can inspect the register of director and key managerial personnel and their shareholding and register of contracts or arrangements as maintained under Sections 170 and 189 of the Companies Act, 2013 at the venue of the meeting .
7. Members holding equity capital shall have one vote per share.
8. Corporate Members 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.
9. 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 Saturday and Sunday up to and including the date of Extra Ordinary General Meeting of the Company.
10. The route map showing direction to reach the venue of Extra Ordinary General Meeting is annexed.

Place: Gurugram
Date: December 19, 2025

By Order of the Board of Directors
For Satin Finserv Limited

Sd/-
Sangam Jaiswal
Company Secretary and Chief Compliance Officer

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
(THE 'ACT')**

ITEM NO.1: APPOINTMENT OF MR. PRAMOD MARAR (DIN - 03188810) AS WHOLE TIME DIRECTOR OF THE COMPANY

Keeping in view the requirement of Section 203 of the Companies Act, 2013 ('the Act') and Company's expansion in the field of Green Financing, the Company had appointed Mr. Pramod Marar as Chief Executive Officer of the Company w.e.f. August 20, 2025.

The Board of Directors in their meeting held on November 26, 2025 has approved the candidature of Mr. Pramod Marar (DIN - 03188810) as Whole Time Director of the Company, who has joined as Chief Executive Officer w.e.f. August 20, 2025 based on his rich experience, subject to regulatory approvals other procedural requirements.

It is further informed that Company had filed application with Reserve Bank of India ('RBI') dated August 27, 2025, for their prior approval w.r.t. appointment of Mr. Marar as Whole Time Director, (Executive Director) of the Company. The approval of RBI was received on November 24, 2025.

Therefore, the management is proposing to appoint him as Whole Time Director (WTD) (Executive Director) of the Company from November 26, 2025 up to August 19, 2028.

Further, pursuant to Sections 2(51), 178, 196, 197, 198 and 203 of the Act along with relevant rules of the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014 (including any statutory modification or re-enactment thereof, from time to time), and the relevant provisions of the Articles of Association and Nomination and Remuneration Policy of the Company and applicable provisions of RBI directions/guidelines/circulars, as issued from time to time, Mr. Pramod Marar is qualified and eligible to be appointed as Whole Time Director (WTD) (Executive Director) - Mr. Pramod Marar shall be liable for retire by rotation and shall be eligible for remuneration as approved by the Board from time to time.

The Board is of the opinion that appointment of Mr. Pramod Marar (DIN - 03188810) as Whole Time Director (WTD) (Executive Director) of the Company fulfils the conditions of the Companies Act, 2013 rules made thereunder and other applicable laws. Accordingly, based on skills, rich experience, contribution, the Nomination & Remuneration Committee in their meeting held on August 18, 2025, and Board of Directors in their meeting held on November 26, 2025, has approved and recommended appointment of Mr. Pramod Marar as Whole Time Director (WTD) (Executive Director) subject to approval of Members, from November 26, 2025, up to August 19, 2028, with the terms and conditions as specified by the Board of Directors in their meeting held on November 26, 2025.

The designation of Mr. Pramod Marar post Member's approval will be Whole Time Director(WTD) (Executive Director) & CEO.

All the documents eligible to be inspected under applicable laws are open for inspection at the Registered & Corporate Office of the Company on all working days (except Saturday and Sunday) between 09:00 a.m. to 06:00 p.m. up to the date of EGM.

Details of Mr. Pramod Marar as per Secretarial Standard 2 are given in this Notice. (What details?)

Relevant information and disclosures prescribed under Schedule V of the Companies Act, 2013 are given below:

I. GENERAL INFORMATION

1. Nature of Industry

Non- Banking Financial Company (NBFC)

2. Date or expected date of commencement of commercial production.

August 10, 2018

3. In the case of new companies, the expected date of commencement of activities as per project approved by financial institution appearing in the prospectus: Not Applicable

4. Financial performance based on given indicators

Particulars	(In INR Lakhs)	
	March 31, 2025	March 31, 2024
Total revenue	12,661.71	12,140.51
Total expenses	11,603.41	11,436.99
Profit before Tax	1,058.30	703.52
Less: Tax Expenses	313.02	188.75
Profit after Tax	745.28	514.77
Add: Other comprehensive income	0.41	(3.24)
Total comprehensive income	745.69	511.53
Earnings per share (Basic & Diluted)	0.47	0.36

5. Foreign investments or collaborations, if any: NIL

II. INFORMATION ABOUT THE APPOINTEES

Mr. Pramod Marar

a. Background details

Mr. Pramod Marar has strong academic and professional credentials that includes a PGDM from IIM Indore and B. Com (Hons) from SRCC, Delhi University. He is also a Certified Associate of the Indian Institute of Bankers. Further, he has successfully completed a 6-month advanced management program in Fintech and Financial Blockchain from IIM Kolkata.

b. Past Remuneration: - Nil (as Director)

c. Recognition or awards: - Nil

d. Job profile and his suitability

Mr. Pramod Marar is a seasoned banking leader and entrepreneur with 20+ years in banking and 3+ years in start-up ventures, specializing in scaling businesses across sustainability, fintech, MSME financing, and Corporate Banking. In his last role with a bank (HSBC - where he worked for 18 years) as Managing Director & COO of HSBC India's Wholesale Banking vertical, he was instrumental in growing a strong portfolio and has a proven track record in business incubation,

risk management, strategy execution, and building performance-driven cultures.

e. Remuneration proposed

As approved by the Board of Directors of the Company.

f. 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):

Salary as per Industry Standard/ Non-Banking Financing Company

g. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any: NIL

None of the Directors of the Company or the relatives, is concerned or interested, financially or otherwise, in this resolution.

The Board of Directors recommend the Special Resolution for approval of the Members of the Company.

Brief detail of Director seeking appointment at the Extra Ordinary General Meeting as required under Secretarial Standard -2 issued by Institute of Company Secretaries of India is as follows:

Name of the Director	Mr. Pramod Marar
Age	47 Years
Qualifications	Mr Pramod Marar has strong academic and professional credentials that includes a PGDM from IIM Indore and B. Com (Hons) from SRCC, Delhi University. He is also a Certified Associate of the Indian Institute of Bankers. Further, he has successfully completed a 6-month advanced management program in Fintech and Financial Blockchain from IIM Kolkata.
Experience	20+ Years
Terms/ Conditions of Appointment & Details of Remuneration	As approved by Board of Directors in their meeting held on November 26, 2025.
Remuneration last drawn, if any	Nil as Director
Date of First Appointment on the Board	November 26, 2025
Shareholding in the Company	Nil
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	Nil
Number of Meetings of the Board attended during the year	Nil as Director
Other Directorship	Nil

Membership/Chairmanship of the Committees of other Board

Nil

Place: Gurugram

Date: December 29, 2025

**By Order of the Board of Directors
For Satin Finserv Limited**

Sd/-

Sangam Jaiswal

Company Secretary & Chief Compliance Officer



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 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 Fourth Extra Ordinary General Meeting held on December 29, 2025, at 01:00 P.M. at its registered office at 4th Floor, B wing, Plot No. 492, Udyog Vihar, Phase-III, Gurugram, Haryana - 122016

SIGNATURE OF THE MEMBER/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:

I/We, being the Member(s) 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:.....or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Fourth Extra Ordinary General Meeting of the Company, to be held on December 29, 2025 at 01:00 P.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 resolutions and in such manner as are indicated below:

Resolution No.	Description of the Resolution	Optional*	
		For	Against
1.	Appointment of Mr. Pramod Marar (Din - 03188810) as Whole Time Director of the Company		

Date:

Signature of the Member/ Authorized Representative

Note:

**Affix Re.
1
Revenue
Stamp**

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. (Please discuss for academic purpose)
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 4th Floor, B wing, Plot No. 492, Udyog Vihar, Phase-III Gurugram, Haryana 122016 not later than 48 hours before the commencement of the aforesaid meeting.

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

