



SATIN FINSERV LIMITED

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

CIN: U65999HR2018PLC099128 | Landline No: 0124 - 4715400

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

NOTICE

NOTICE is hereby given that the Sixth Extraordinary General Meeting (FY 2025-26) of the Members of Satin Finserv Limited will be held on Thursday February 19, 2026, at 12:00 Noon 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. 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 Members, be and is hereby accorded to increase the existing authorized share from Rs. 1,79,00,00,000/- (Rupees One Hundred Seventy-Nine Crores Only), divided into 17,90,00,000 (Seventeen Crores Ninety Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each, **to Rs. 2,25,00,00,000/- (Rupees Two Hundred Twenty-Five Crores Only), divided into 22,50,00,000 (Twenty-Two Crores Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each, by creation of additional 4,60,00,000 (Four Crores Sixty Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each** ranking pari-passu in all respect with the existing equity shares of the Company and consequently the existing Clause V of the Memorandum of Association of the Company relating to the authorized share capital be altered by deleting the same and substituting in its place and stead, the following as new Clause "V".

"V. The Authorised Share Capital of the Company is Rs. 2,25,00,00,000/- (Rupees Two Hundred Twenty-Five Crores Only), divided into 22,50,00,000 (Twenty-Two Crores Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each."

RESOLVED FURTHER THAT Whole Time Director & CEO, Chief Financial Officer and Company Secretary & Chief Compliance Officer of the Company be and are hereby severally authorised 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 by Whole Time Director & CEO or Chief Financial Officer and or Company Secretary & Chief Compliance Officer of the Company.



Place: Gurugram
Date: February 16, 2026

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 at least 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 Extraordinary General Meeting of the Company.
10. The route map showing direction to reach the venue of Extraordinary General Meeting is annexed.

Place: Gurugram
Date: February 16, 2026

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:

The current capital structure of the Company is as follows: -

Sl No	Particulars as on Date	Number	Amount (Rs.)
1	Authorised Share Capital	17,90,00,000	1,79,00,00,000
2	Issued, Subscribed and Paid-up Capital	17,84,26,005	1,78,42,60,050

In order to enable the issue of equity shares in future in one or more tranches, the Company is required to increase its authorised share capital. Considering the same, it is hereby recommended **to increase the Authorized Share Capital by Rs. 46,00,00,000/- (Rupees Forty-Six Crores Only), i.e., from the existing Rs. 1,79,00,00,000/- (Rupees One Hundred Seventy-Nine Crores Only) to Rs. 2,25,00,00,000/- (Rupees Two Hundred Twenty-Five Crores Only).**

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 needs to be altered as indicated in resolution No. 1 above.

Post approval from the members of the company, the capital structure will be as follows: -

Sl No	Particulars post receiving Member's approval	Number	Amount (Rs.)
1	Authorised Share Capital	22,50,00,000	2,25,00,00,000

The Board of Directors in their meeting held on February 13, 2026 has approved and recommended to the members of the company for their approval, the increase in Authorised Capital.

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

Place: **Gurugram**
Date: **February 16, 2026**

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 Extraordinary General Meeting.

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

Address: No. of Shares Held:

I hereby record my presence at the Sixth Extraordinary General Meeting held on February 19, 2026, at 12:00 Noon 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 Sixth Extraordinary General Meeting of the Company, to be held on February 19, 2026, at 12:00 Noon 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.	Increase in Authorised Share Capital of the Company and consequent alteration of the capital clause in the Memorandum of Association 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 Sixth Extraordinary General Meeting
4th Floor, B wing, Plot No. 492, Udyog Vihar, Phase-III, Gurugram - 122016, Haryana

