



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 Fifth Extraordinary General Meeting (FY 2025-26) of the Members of Satin Finserv Limited will be held on Friday, February 06, 2026, at 1:00 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. **ISSUANCE OF NON-CONVERTIBLE DEBENTURES (NCDs), IN ONE OR MORE SERIES/TRANCHES ON PRIVATE PLACEMENT BASIS**

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 resolution passed at the 07th Annual General Meeting of the Company dated July 18, 2025 and all other earlier resolutions passed in this regard and pursuant to the provisions of Sections 23, 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the SEBI circular bearing reference number SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021 on "Operational Circular for issue and listing of Non-Convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper", each as amended and the enabling provision of the listing agreements to be entered into with the stock exchanges where the debentures of the Company to be listed, the Reserve Bank of India ("**RBI**") Master Direction - Reserve Bank of India (Non-Banking Financial Company-Scale Based Regulation) Directions, 2023 dated October 19, 2023 and all other rules, regulations, guidelines, notifications, clarifications and circulars, if any, issued by any statutory/regulatory authority, as may be applicable, the Memorandum and Articles of Association of the Company and subject to such consents, approvals, permissions and sanctions of the concerned statutory and regulatory authorities, if any and to the extent necessary, **consent of the members of the Company be and is hereby accorded to the Board of Directors** (hereinafter referred to as the "Board" which term shall include any committee constituted / may be constituted by the Board to exercise its powers including the powers conferred under this resolution) to create, offer, invite for subscription, issue and allot secured/ unsecured/subordinated/senior, rated/unrated, listed /unlisted, perpetual or non-perpetual, redeemable (including market linked debentures), cumulative or non-cumulative nonconvertible debentures ("NCDs") by way of private placement, in 1 (one) or more series or tranches, from time to time, to any category of investors eligible to invest in the NCDs provided that the *aggregate outstanding amount to be raised through the issuance of NCDs shall not exceed an overall limit of INR 600,00,00,000/- (Indian Rupees Six Hundred Crore only) ("Limit") within a period of 1 (one) year, from the date of*

approval of this resolution and the Limit shall be subject to the overall borrowing limits of the Company, as approved by the members of the Company from time to time under Section 180(1)(c) of the Act, on such terms and conditions including the price, coupon, premium/discount, tenor etc., and at such times whether at par/premium/discount, as may be determined by the Board to such person or persons including one or more company(ies), bodies corporate, foreign portfolio investor(s), overseas fund(s), statutory corporation(s), commercial bank(s), domestic and multilateral lending agency(ies), financial institution(s), insurance company(ies), mutual fund(s), alternative investment fund(s), pension/provident fund(s), family office(s), and individual(s), as the case may be or such other person/persons/investors as the Board may so decide/approve in its absolute discretion.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to determine the terms of issue of NCDs including but not limited to determining size, issue price, timing, tenure, interest rate, listing, if required, creation of security, utilization of the issue proceeds, appointment of debenture trustee(s), registrar and transfer agent, legal counsel and other agency(ies) and to do all necessary acts and things and to execute all deeds, documents, instruments, papers and writings as may be required and to settle all questions, difficulties or doubts that may arise in this regard in its sole and absolute discretion as it may deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred herein to any committee authorised by the Board, or any Director(s) or executive(s)/officer(s) of the Company."

**Place: Gurugram
Date: January 30, 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 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 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: January 30, 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: ISSUANCE OF NON-CONVERTIBLE DEBENTURES (NCDs), IN ONE OR MORE SERIES/TRANCHES ON PRIVATE PLACEMENT BASIS

In supersession of the resolution passed at the 07th AGM of the Company dated July 18, 2025 and all other earlier resolutions passed in this regard and 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 of Directors of the Company ("**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.

Earlier, the Company had an issuance limit of ₹200 crore for a period of one year from the date of Members' approval (i.e., July 18, 2025). Under this limit, Non-Convertible Debentures (NCDs) amounting to INR 125 Crore already been issued. Further, to facilitate future issuance, the management is proposing to increase the limit wherein the aggregate outstanding amount to be raised through the issuance of NCDs shall not exceed an overall limit of INR 600,00,00,000/- (Indian Rupees Six Hundred Crore only) ("Limit") within a period of 1 (one) year from the date of Member's approval.

In order to augment resources for on-lending by the Company, repayment/refinance of existing debt, working capital requirement, purchase of assets, general corporate purposes, and for any other purposes, the Company may invite subscription for secured / unsecured / subordinated / senior, rated / unrated, listed / unlisted, perpetual or non-perpetual, redeemable (including market linked debentures), cumulative or non-cumulative non-convertible debentures ("**NCDs**"), in 1 (one) or more series / tranches on private placement basis. The NCDs proposed to be issued, may be issued either at par or at premium or at a discount to face value and the issue price (including premium, if any) shall be decided by the Board on the basis of various factors including the interest rate / effective yield determined, based on market conditions prevailing at the time of the issue(s).

The disclosures required pursuant to Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are set out herein below:

Particulars of the offer including date of passing Board Resolution	<p>The third proviso to the Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("Prospectus and Allotment Rules"), prescribes that where the proposed amount to be raised through offer or invitation of NCDs (as defined above) exceeds the limit prescribed under Section 180(1)(c) of the Companies Act, 2013, it shall be sufficient if the Company passes a special resolution only once in a year for all the offers or invitations for such NCDs during such year.</p> <p>In view of this, pursuant to this resolution under Section 42 of the Companies Act, 2013, the specific terms of each offer/issue of NCDs [whether secured/unsecured/subordinated/senior, rated/unrated, listed/unlisted, perpetual or non-perpetual, redeemable (including market linked debentures) NCDs] shall be decided from time to time, within a period of 1 (one) year from the date of the aforementioned resolution. In line with Rule 14(1) of the Prospectus and Allotment Rules, the date of the relevant resolution of the Board of Directors of the Company ("Board")</p>
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Satin Finserv Limited

	shall be mentioned/disclosed in the private placement offer cum application letter for each offer/issue of the NCDs. The particulars of each offer shall be determined by the Board (including any committee duly authorized by the Board), from time to time.
Kind of securities offered and the price at which the security is being offered	<p>Non-convertible debt instruments/NCDs.</p> <p>The non-convertible debt instruments/NCDs will be offered/issued either at par or at premium or at a discount to face value, which will be decided by the Board (including any committee duly authorized by the Board) for each specific issue, on the basis of the interest rate/effective yield determined, based on market conditions prevailing at the time of the respective issue.</p>
Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Not applicable, as the securities proposed to be issued (in a single issue or multiple issues/tranches) are non-convertible debt instruments/NCDs which will be issued either at par or at premium or at a discount to face value in accordance with terms to be decided by the Board (including any committee duly authorized by the Board), in discussions with the relevant investor(s).
Name and address of valuer who performed valuation	Not applicable as the securities proposed to be issued (in a single issue or multiple issues/tranches) are non-convertible debt instruments/NCDs.
Amount which the Company intends to raise by way of securities	The specific terms of each offer/issue of NCDs shall be decided from time to time, for a period of 1 (one) year from the date of the aforementioned resolution, provided that the amounts of all such NCDs provided that the aggregate outstanding amount to be raised through the issuance of NCDs shall not exceed an overall limit of INR 600,00,00,000/- (Indian Rupees Six Hundred Crore only) ("Limit") within a period of 1 (one) year, from the date of approval of this resolution by the members of the Company and the Limit shall be subject to the overall borrowing limits of the Company, as approved by the members of the Company from time to time under Section 180(1)(c) of the Act.
Material terms of raising of 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	The material/specific terms of each offer/issue of NCDs and the other information being sought herein shall be decided by the Board (including any committee duly authorized by the Board) from time to time within the period of 1 (one) year from the date of the aforementioned resolution, in discussions with the respective investor(s). These disclosures will be specifically made in the respective transaction documents executed in respect of each offer/issue.



The Board of Directors at their meeting held on January 17, 2026, has approved (subject to approval of Members) the Issuance of Non-Convertible Debentures, in one or more series/tranches on Private Placement Basis.

Accordingly, consent of the Members of the Company is sought in connection with the aforesaid issue of NCDs and they are requested to authorize the Board (including any committee duly authorized by the Board) to issue such NCDs for a period of 1 (one) year on private placement basis upto aggregate outstanding amount of INR 600,00,00,000 as stipulated above, in one or more series/tranches on private placement basis but subject to the overall borrowing limits of the Company as approved by the Members of the Company at the AGM held on June 03, 2019, under Section 180(1)(c) of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this Resolution.

Place: **Gurugram**
Date: **January 30, 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 Fifth Extraordinary General Meeting held on February 06, 2026, at 1:00 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 Fifth Extraordinary General Meeting of the Company, to be held on February 06, 2026, at 1:00 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.	Issuance of Non-Convertible Debentures (NCDs), in one or more series/tranches on private placement basis		

Date:

Signature of the Member/ Authorized Representative

**Affix Re.
1
Revenue
Stamp**

Note:

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 Fifth Extraordinary General Meeting
4th Floor, B wing, Plot No. 492, Udyog Vihar, Phase-III, Gurugram - 122016, Haryana

