



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 Seventh Extraordinary General Meeting (FY 2025-26) of the Members of Satin Finserv Limited will be held on Monday, March 30, 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. CONSIDER AND APPROVE THE SFL EMPLOYEE STOCK OPTION SCHEME - 2026

To consider, and if thought fit, to pass the following resolution, with or without modification as **Special Resolution**: -

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum of Association and Articles of Association of the Company, and any other applicable and prevailing statutory Guidelines/ Circulars in that behalf and subject further to such approvals, consents, permissions and/or sanctions as may be required from the appropriate regulatory authorities/institutions, and such terms and conditions or modifications as may be prescribed / imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approval(s), consent(s), permission(s) and / or sanction(s), the consent of the Members of the Company be and is hereby accorded for the approval of **“SFL Employee Stock Option Scheme - 2026” (“Scheme”)** and the Board of Directors (*hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution*) be and is hereby authorized to create, offer, grant, issue and allot under the Scheme, in one or more tranches, up to **1,42,75,000 (One Crore Forty-Two Lakh Seventy-Five Thousand) Employee Stock Options (“Options”), exercisable into 1,42,75,000 (One Crore Forty-Two Lakh Seventy-Five Thousand) Equity Shares of face value Rs. 10/- (Rupees Ten) each**, or such other adjusted figure for any bonus issue, rights issue, stock split, consolidation of shares or other reorganization of the capital structure of the Company as may be applicable from time to time, to or for the benefit of the eligible employees and directors of the Company including its holding company (as permitted under applicable laws) and such other persons as may be permitted under applicable laws from time to time (**“Eligible Employees”**), on such terms and conditions as may be determined by the Board in accordance with the Scheme and applicable laws.

RESOLVED FURTHER THAT the Scheme shall be administered by the Nomination and Remuneration Committee (NRC) who shall have all the necessary powers as defined in Scheme and under applicable laws.

RESOLVED FURTHER THAT the Scheme shall be implemented through Direct Route for extending the benefits to the Eligible Employees, by way of fresh allotment from the Company.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted by the Company pursuant to exercise of the Options granted under the Scheme shall rank pari passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines and Accounting Standards, including the disclosure requirements prescribed therein, as may be applicable from time to time.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, stock split, consolidation of shares or other reorganization of the capital structure of the Company, the outstanding Options granted under the Scheme shall be suitably adjusted with respect to the number of Options and/or exercise price, in a fair and reasonable manner, in accordance with the provisions of the Scheme and applicable laws.

RESOLVED FURTHER THAT pursuant to the recommendation of the Chief Executive Officer (CEO), the NRC shall identify the eligible employees and determine the grant of Options under the Scheme, including the number of Options to be allotted to each eligible employee, in one or more tranches, based on such criteria as it may deem appropriate, including but not limited to employee performance, role, tenure, contribution to the Company, retention considerations, and other relevant factors, in accordance with the provisions of the Scheme and applicable law.

RESOLVED FURTHER THAT the Board be and is hereby authorized to devise, formulate, evolve, decide upon and bring into effect the Scheme as per the terms approved in this resolution read with the conditions, if any, and to modify, change, vary, alter, amend, suspend or terminate the Scheme subject to compliance with the applicable laws, rules and regulations, as may be prevailing at that time and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental to and ancillary thereof.

RESOLVED FURTHER THAT for the purpose of bringing into effect and implementing the Scheme and generally for giving effect to these resolutions the Chief Executive Officer (CEO), Chief Financial Officer (CFO) & Company Secretary & Chief Compliance Officer (CS & CCO) of the Company be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose, including but not limited to filing of necessary forms with appropriate authorities and may delegate all or any powers conferred herein, to any committee of directors, with power to further delegate such powers to any executives/ officers of the Company to do all such acts, deeds, matters and things as also to execute such documents as may be necessary in this regard."

2. CONSIDER AND APPROVE THE GRANT OF EMPLOYEE STOCK OPTIONS TO THE EMPLOYEES AND DIRECTORS OF HOLDING COMPANY OF THE COMPANY UNDER SFL EMPLOYEE STOCK OPTION SCHEME - 2026

To consider and, if thought fit, to pass, the following resolution, with or without modifications, as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof), relevant provisions of Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines/ Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s), and/ or sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/ imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/ or sanction(s), the consent of the Members of the Company be and is hereby accorded to Board of Directors of the Company (*hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee (“Committee”), which the Board has constituted to exercise its powers, including the powers, conferred by this resolution*) to extend the benefits of the SFL Employees Stock Option Scheme - 2026 (**“Scheme”**) to the Holding Company of the Company and to such persons as may, from time to time, be allowed to be eligible for the benefits of the Scheme (*as permitted under the applicable laws*) exercisable into Equity Shares on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted by the Company under the Scheme shall rank pari passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, stock split, consolidation of shares or other reorganization of the capital structure of the Company, the outstanding Options granted under the Scheme shall be suitably adjusted with respect to the number of Options and/ or exercise price, in a fair and reasonable manner, in accordance with the provisions of the Scheme and applicable laws.

RESOLVED FURTHER THAT the Chief Executive Officer (CEO), Chief Financial Officer (CFO) & Company Secretary & Chief Compliance Officer (CS & CCO) of the Company be and are hereby also authorized for carrying out any or all of the activities that the Board is authorized to do for the purpose of giving effect to this resolution”.

3. CONSIDER AND APPROVE THE GRANT OF EMPLOYEE STOCK OPTIONS DURING ANY ONE YEAR EQUAL TO OR EXCEEDING 1% OF THE ISSUED CAPITAL (EXCLUDING OUTSTANDING WARRANTS AND CONVERSIONS) OF THE COMPANY UNDER SFL EMPLOYEE STOCK OPTION SCHEME - 2026

To consider and, if thought fit, to pass, the following resolution, with or without modifications, as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof), relevant provisions of Memorandum of Association and Articles of Association of the Company and

any other applicable and prevailing statutory Guidelines / Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s), and / or sanction(s) as may be necessary from the appropriate regulatory authority(ies) / institution(s) and such conditions and modifications as may be prescribed / imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s), the consent of the Members of the Company be and is hereby accorded to Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee (**"Committee"**), which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to create, grant, offer, issue and allot under the SFL Employees Stock Option Scheme - 2026 (**"Scheme"**), in one or more tranches, the Employee Stock Options (**"Options"**), convertible into Equity Shares (**"Shares"**), during any one year, equal to or exceeding 1% (one percent) or more of the issued capital of the Company (excluding outstanding warrants and conversions, if any) at the time of grant of Options, to the following employee of the Company :

S. No.	Employee Name	Designation	Name of the Company
1	Mr. Pramod Marar	Chief Executive Officer	Satin Finserv Limited

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted by the Company under the Scheme shall rank pari passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, stock split, consolidation of shares or other reorganization of the capital structure of the Company, the outstanding Options granted under the Scheme shall be suitably adjusted with respect to the number of Options and/or exercise price, in a fair and reasonable manner, in accordance with the provisions of the Scheme and applicable laws.

RESOLVED FURTHER THAT the Chief Financial Officer (CFO) & Company Secretary & Chief Compliance Officer (CS & CCO) of the Company be and are hereby also authorized for carrying out any or all of the activities that the Board is authorized to do for the purpose of giving effect to this resolution".

4. CONSIDER AND APPROVE THE CHANGE IN DESIGNATION OF MR. PRAMOD MARAR FROM WHOLE TIME DIRECTOR TO MANAGING DIRECTOR

To consider and, if thought fit, to pass, the following resolution, with or without modifications, as a **Special Resolution-**

"RESOLVED THAT pursuant to the provisions of Sections 2(51), 2(54), 152, 178, 196, 197, 198 and 203 of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable provisions of the Articles of Association of the Company, Nomination and Remuneration Policy of the Company, and applicable directions/guidelines/circulars issued by the Reserve Bank of India, *approval of Members of the*

company be is hereby accorded for change in designation of Mr. Pramod Marar from Whole-Time Director (Executive Director) to Managing Director (Executive Director) of the Company from March 20, 2026 up to August 19, 2028, on the same terms and conditions as approved by the Board of Directors in its meeting held on November 26, 2025."

RESOLVED FURTHER THAT the revised designation of Mr. Pramod Marar, post necessary approvals, shall be **Managing Director (MD) and Chief Executive Officer (CEO)** of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter or vary the remuneration of Mr. Pramod Marar, including the monetary value thereof, from time to time as may be recommended by the Nomination and Remuneration Committee, subject to the limits prescribed under the provisions of the Companies Act, 2013 and the rules made thereunder."

RESOLVED FURTHER THAT Chief Financial Officer (CFO) & Company Secretary & Chief Compliance Officer (CS & CCO) of the Company be and are hereby also authorized for carrying out any or all of the activities that the Board is authorized to do for the purpose of giving effect to this resolution".

Place: Gurugram
Date: March 24, 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, 2,3 and 4 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: March 24, 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, 2 and 3

The Nomination and Remuneration Committee of the Company, at its meeting held on March 20, 2026, considered and recommended the SFL Employees Stock Option Scheme - 2026 ("*Scheme*") to the Board of Directors of the Company. Subsequently, the Board of Directors, at its meeting held on March 20, 2026, considered and approved the Scheme. The Scheme is proposed to be implemented through the Direct Route to extend the benefits to the eligible employees of the Company and its Holding Company, by way of fresh allotment from the Company.

In terms of Section 62(1)(b) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 of the Companies Act, 2013, for the purpose of approval of the Scheme, the approval of the existing Members by way of **Special Resolution** is required. The Special Resolution set out at **Item No. 1** is seeking your approval for the said purpose.

Further, as per Rule 12(4)(a) of the Companies (Share Capital and Debentures) Rules, 2014, approval of the members by way of separate resolution is required for grant of options, to the eligible employee of the Holding Company of the Company. The **Special Resolution** set out at **Item No. 2** is seeking your approval for the said purpose.

Furthermore, as per Rule 12(4)(b) of the Companies (Share Capital and Debentures) Rules, 2014, approval of the members by way of separate resolution is also required for grant of options to identified employees, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company. The **Special Resolution** set out at **Item no. 3** is seeking your approval for the said purpose.

The main features and other details of the Scheme as per Rule 12 of the Companies (Share Capital and Debenture) Rules, 2014, of Chapter IV of Companies Act, 2013, are as under:

1. The total number of stock options to be granted:

The maximum number of Options that may be granted in one or more tranches, pursuant to this Scheme shall not exceed 1,42,75,000 (One Crore Forty-Two Lakh Seventy-Five Thousand) Options which shall be convertible into equal number of Shares not exceeding 1,42,75,000 (One Crore Forty-Two Lakh Seventy-Five Thousand) Equity Shares having face value of Rs. 10/- each.

If any Option granted under the Scheme, lapses or is forfeited or surrendered under any provision of the Scheme, shall be added back to the Pool and such Options shall be available for further grant under the Scheme, and shall be treated as fresh grants unless otherwise determined by the Committee.

Further, the maximum number of Options that can be granted and the Shares arise upon exercise of these Options shall stand adjusted in case of corporate action.

2. Identification of classes of Employees entitled to participate in the Employees Stock Option Scheme:

- a) a Permanent Employee of the Company who has been working in India or outside India; or
- b) a Director of the Company, whether a Whole Time Director or not including a Managing Director but excluding an Independent Director.
- c) An employee as defined in clause (a) or (b) of a Holding Company of the Company but does not include
 - i. an Employee who is a Promoter or a Person belonging to the Promoter Group; or
 - ii. a Director who either himself or through his relative or through any Body Corporate, directly or indirectly, holds more than ten percent of the outstanding Equity Shares of the Company”.

3. The appraisal process for determining the eligibility of employees to the Employees Stock Option Scheme:

The NRC may on the basis of all or any of the following criteria, decide on the Employees who are eligible for the grant and decide upon the quantum of Options under the Scheme and the terms and conditions thereof:

On the basis of Loyalty: All the permanent employees who have completed a minimum one year of service at the time of grant.

On the Basis of Designation:

- Chief Executive Officer or the Managing Director or the manager;
- Whole Time Director;
- Company Secretary;
- Chief Financial Officer;
- Such other officer, not more than one level below the Directors who is in whole-time employment, designated as key managerial personnel by the Board;
- Any other personnel who have been designated under Senior Management.

On the Basis of performance and other criteria's:

- Performance of Employee: Employee's performance during the past financial year on the basis of standard practices followed by the Company.
- Performance of the Company on the basis of metrics covering asset under management (AUM) size, revenue, profitability as on pre-defined date, as decided by NRC.
- Present and potential contribution of the Employee to the success of the Company.
- Criticality of the Employee for future attainment of goals of the Company.
- High market value/difficulty in replacing the Employee.
- High Risk of losing the Employee to Competition.
- Any other criteria as decided by the NRC from time to time.

4. The requirements of vesting and period of vesting:

Vesting period shall commence from the grant date subject to a minimum 1 (One) year from the grant date and maximum 5 (Five) years from the grant date, at the discretion and in the manner as prescribed by the Committee.

The vesting schedule, vesting conditions and other terms of vesting will be clearly defined in the grant letter of respective Grantees subject to minimum and maximum vesting period as specified in in the Scheme.

5. The maximum period within which the Options shall be vested:

Maximum period within which the Options shall be vested is 5 (Five) years from the Grant date or as decided by Committee.

6. The Exercise Price or the formula for arriving at the same.

The Exercise Price shall be based on the Fair Market Value of the Shares of the Company valid as on date of Grant of Options.

The Committee has a power to provide suitable discount on such price as arrived in accordance with the Scheme. However, in any case the exercise price shall not go below the face value of Share of the Company.

7. Exercise period and process of Exercise:

After vesting, the Options can be exercised wholly or partially, only upon occurrence of the exit events as defined in the Scheme.

The time period to exercise the Options in the exit event, shall be intimated by the NRC within 7 days of event finalization. Further the employee will communicate his/her intention to exercise within 7 days of receipt of intimation to the NRC, through a mail and a written Letter on latest communication address as available with the Company, as intimated by the NRC.

The mode and manner of the exercise shall be communicated to the employees individually at the time of occurrence of exit event through Mail and written Letter on communication address, as intimated by the NRC.

The vested Options, if any not Exercised during the exit event shall be allowed to be exercised in future Exit events. The said provision shall be applicable for both active and resigned Employees.

8. Lock in period:

The Shares allotted to the Grantees pursuant to Exercise of Options shall be subject to no lock-in period from the date of allotment.

9. The Maximum number of Options to be granted in aggregate and per employee:

The maximum number of Options that may be granted in one or more tranches, pursuant to this Scheme shall not exceed 1,42,75,000 (One Crore Forty-Two Lakh Seventy-Five Thousand) Options which shall be convertible into equal number of Shares not exceeding 1,42,75,000 (One Crore Forty-Two Lakh Seventy-Five Thousand) Equity Shares having face value of Rs. 10/- each.

Subject to availability of Options in the pool under the Scheme, the maximum number of Options that can be granted to any eligible Employee during any one year shall not be equal to or exceed 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant.

However, post shareholders' approval, the NRC may decide to grant such number of Options equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) to any eligible Employee as the case may be, in accordance with the applicable laws. Confusing. Please discuss.

10. The method which the company shall use to value its options:

Fair Market Value.

11. The conditions under which option vested in employees may lapse e.g., in case of termination of employment for misconduct:

- In case of Termination (due to misconduct or ethical compliance violations).
- In the event of abandonment of service by a Grantee.

12. The specified time within which the employee shall exercise the vested options in the event of proposed termination of employment or resignation of the employee:

In the event of cessation of employment due to Resignation or Termination (not due to misconduct or ethical/ compliance violations):

a. All unvested Options, on the date of cessation, shall expire and stand terminated with effect from that date.

b. All vested Options as on that date shall be exercisable by the Grantee upon the occurrence of Exit event, as defined in Scheme. However, all the vested options will be valid and enforceable even after the Resignation or Termination of employee and can be exercised upon the occurrence of any Exit event at the discretion of the employee.

13. Statement to the effect that the company shall comply with the applicable accounting standards:



The Company shall comply with the disclosure and accounting policies (IndAS-102) as prescribed by appropriate authority from time to time.

Compensation cost will be booked in the books of accounts of the Company over a vesting period.

None of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel are in any way concerned or interested, financially or otherwise, in these resolutions except to the extent of Equity Shares held by them in the Company or the Options those may be granted under the said Scheme.

The Board of Directors of the Company recommends the Resolutions to be passed as **Special Resolution** as set out at **Item No. 1, 2 and 3** for the approval of the Members of the Company.

ITEM NO. 4

The Nomination and Remuneration Committee, in its meeting held on August 18, 2025, the Board of Directors in its meeting held on November 26, 2025, and the Members of the Company at the Extra-Ordinary General Meeting held on December 29, 2025, had approved the appointment of Mr. Pramod Marar as Whole-Time Director (Executive Director) of the Company for a period commencing from November 26, 2025 up to August 19, 2028, on the terms and conditions as approved by the Board of Directors in its meeting held on November 26, 2025. Further, *Mr. Pramod Marar was appointed as the Chief Executive Officer (CEO) of the Company with effect from August 20, 2025.*

The aforesaid appointment was also made pursuant to the application submitted to the Reserve Bank of India ("RBI") on August 27, 2025, seeking prior approval for the appointment of Mr. Pramod Marar as Whole-Time Director (Executive Director) of the Company. The approval of the RBI in this regard was received on November 24, 2025.

In view of the evolving leadership structure at Satin Finserv Limited and considering the expanded strategic and operational responsibilities undertaken by Mr. Pramod Marar, *the Nomination and Remuneration Committee and Board of Directors in their meeting held on March 20, 2026 has recommended the change in his designation from Whole-Time Director (Executive Director) to Managing Director (Executive Director) of the Company from March 20, 2026 up to August 19, 2028, while all other terms and conditions of his appointment shall remain unchanged.*

The proposed change in designation reflects Mr. Marar's enhanced leadership role in overseeing and driving the overall business strategy, product portfolio, and operational management of Satin Finserv Limited, including responsibility for strategic direction, execution of key business initiatives, and alignment of the Company's product offerings with the broader objectives of the Satin Group.

Further, pursuant to the provisions of Sections 2(51), 2(54), 152, 178, 196, 197, 198 and 203 of the Companies Act, 2013, read with the applicable provisions of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory



modification(s) or re-enactment(s) thereof for the time being in force), the relevant provisions of the Articles of Association of the Company, the Nomination and Remuneration Policy of the Company, and applicable directions, guidelines and circulars issued by the Reserve Bank of India (RBI) from time to time, Mr. Pramod Marar is eligible and qualified to be designated as Managing Director of the Company.

Mr. Pramod Marar shall continue to be liable to retire by rotation in accordance with the provisions of the Companies Act, 2013, and shall be entitled to such remuneration as may be approved by the Board of Directors from time to time, within the limits prescribed under the applicable provisions of the Act and other regulatory requirements.

Place: **Gurugram**
Date: **March 24, 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 at 4th Floor, B wing, Plot No. 492, Udyog Vihar, Phase-III, Gurugram, Haryana- 122016 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 Seventh Extraordinary General Meeting held on March 30, 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 Seventh Extraordinary General Meeting of the Company, to be held on March 30, 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:

Reso lutio n No.	Description of the Resolution	Optional*	
		For	Against
1.	CONSIDER AND APPROVE THE SFL EMPLOYEE STOCK OPTION SCHEME - 2026		
2.	CONSIDER AND APPROVE THE GRANT OF EMPLOYEE STOCK OPTIONS TO THE EMPLOYEES AND DIRECTORS OF HOLDING COMPANY OF THE COMPANY UNDER SFL EMPLOYEE STOCK OPTION SCHEME - 2026		
3.	CONSIDER AND APPROVE THE GRANT OF EMPLOYEE STOCK OPTIONS DURING ANY ONE YEAR EQUAL TO OR EXCEEDING 1% OF THE ISSUED CAPITAL (EXCLUDING OUTSTANDING WARRANTS AND CONVERSIONS) OF THE COMPANY UNDER SFL EMPLOYEE STOCK OPTION SCHEME - 2026		



Satin Finserv Limited

4.	CONSIDER AND APPROVE THE CHANGE IN DESIGNATION OF MR. PRAMOD MARAR FROM WHOLE TIME DIRECTOR TO MANAGING DIRECTOR		
----	--	--	--

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 Seventh Extraordinary General Meeting 4th Floor, B wing, Plot No. 492, Udyog Vihar, Phase-III, Gurugram - 122016, Haryana (Showing Satin Creditcare Head Office in map)

