



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 Second Extra Ordinary General Meeting (FY 2025-26) of the Members of Satin Finserv Limited will be held at a Shorter Notice on Monday, August 18, 2025, at 11:00 A.M. at the 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. ALTERATION IN ARTICLES OF ASSOCIATION 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 provision of section 14 and other applicable provisions, if any of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force), 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, provisions of Articles of Association of the Company and such other statutes, laws, rules, regulations, guidelines, circulars, directions, notifications and clarifications as applicable from time to time, consent of the members of the Company be and is hereby accorded to alter Article 75 of Articles of Association of the Company by deleting Article 75 in its entirety and replacing the same with the following:

	Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer
75	Subject to the provisions of the Act— (i) The Board may appoint one or more than one person as Chief Executive Officers for such term, at such remuneration, and upon such conditions as it may think fit; (ii) Manager or Company Secretary or Chief Financial Officer may be appointed by the Board for such term, at such remuneration, and upon such conditions as it may think fit; (iii) Any Chief Executive Officers, Manager, Company Secretary or Chief Financial Officer so appointed may be removed by means of a resolution of the Board; and (iv) The Directors may be appointed as Chief Executive Officers, Manager, Company Secretary or Chief Financial Officer.



RESOLVED FURTHER THAT any Director or Company Secretary & Chief Compliance Officer or Chief Financial Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution, including but not limited to filing of the necessary forms with the Registrar of Companies, National Capital Territory of Delhi and Haryana, and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto by the authority of this resolution.”

Place: Gurugram
Date: August 14, 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 at 24 (twenty-four) hours 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 Saturdays and Sundays 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: August 14, 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: ALTERATION IN ARTICLES OF ASSOCIATION OF THE COMPANY

Section 14 of the Companies Act, 2013 ("the Act") read with the Companies (Incorporation) Rules, 2014, permits a company to alter its Articles of Association ("AoA") by passing a Special Resolution at a General Meeting. Such alteration becomes effective upon approval of the Members and filing of the requisite e-forms with the Registrar of Companies.

The Company has been witnessing business growth, in several product categories, and geographic markets. This diversification requires a leadership structure that ensures:

- Dedicated focus on product categories or geographies.
- Specialised decision-making
- Operational efficiency through decentralised management.
- Agility and responsiveness to rapidly changing market conditions.



Under the current Article of Association (Article 75), the Board may appoint a Chief Executive Officer (CEO) but the provision is interpreted as allowing a single CEO position at a time.

In light of the above, the Management and Board considers it prudent to amend Article 75 to explicitly empower the Board to appoint more than one CEO simultaneously, each with specific and well-defined roles, responsibilities, and reporting structures as resolved by the Board from time to time. This flexibility will help the Company:

- Allocate leadership resources effectively to ensure proper focus and reporting.
- Ensure **continuity and succession planning for the relevant business**.
- Strengthen **strategic oversight** without overburdening a single individual.
- Drive the **long-term growth objectives** of the Company.

The Board of Directors at their meeting held on August 14, 2025, has approved (subject to approval of Members) the alteration in the Articles of Association of the Company.

In terms of Section 14 of the Act, the consent of the Members by way of Special Resolution is required for alteration in Articles of Association of the Company. The Board recommends for approval by the Members the resolution as set out in Item No. 1 of the Notice as a Special Resolution.

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: **August 14, 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 Second Extra Ordinary General Meeting held at a Shorter Notice on, August 18, 2025, 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 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 Second Extra Ordinary General Meeting of the Company, to be held at a Shorter Notice on August 18, 2025 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 resolutions and in such manner as are indicated below:

Resolution No.	Description of the Resolution	Optional*	
		For	Against
1.	Alteration In Articles of Association of the Company		

Date:

Signature of the Member/ Authorized Representative

Affix Re. 1 Revenue Stamp
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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.
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**

