



**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](http://www.satinfinserv.com)

**NOTICE**

NOTICE is hereby given that the Eighth Annual General Meeting of the Members of Satin Finserv Limited will be held on June 22, 2026, at 02:00 PM. at the Registered Office of the Company at 4<sup>th</sup> Floor, B Wing, Plot No. 492, Udyog Vihar, Phase III, Gurugram - 122016, Haryana, to transact the following business:

**Ordinary Business:**

**1. ADOPTION OF FINANCIAL STATEMENTS AND THE REPORTS OF BOARD OF DIRECTORS AND AUDITORS**

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

**"RESOLVED THAT** the Annual Audited Financial Statements of the Company including the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss, the cash flow statement for the financial year ended on March 31, 2026, notes to financial statements, reports of the Board and Auditors' thereon be and are hereby received, considered and adopted."

**2. RE-APPOINTMENT OF DIRECTOR**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Dr HP Singh (DIN: 00333754) who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

**3. APPOINTMENT OF STATUTORY AUDITORS**

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

**"RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the rules made thereunder, applicable provisions of the Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBS and NBFCs (including HFCs) dated April 27, 2021, as amended, and the RBI Guidelines, and based on the recommendation of the Audit Committee and Board of Directors of the Company, consent is be and hereby accorded for the appointment of M/S B R MAHESWARI & CO LLP, Chartered Accountants (Firm Registration No. 001035N/N500050), as the Statutory Auditors of the Company for a term of three (3) consecutive years, commencing from FY 2026-27 at a remuneration and on such terms and conditions, including remuneration, reimbursement of expenses (if any) as may be fixed and determined by the Board of Directors, as per recommendation of the Audit Committee and in consultation with the said Auditors.

**RESOLVED FURTHER THAT** the Managing Director & CEO, Chief Financial Officer, and Company Secretary & Chief Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and things as may be necessary to give effect to this resolution.”

**Special Business:**

**4. 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 an **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. 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, *to Rs. 3,00,00,00,000/- (Rupees Three Hundred Crores Only), divided into 30,00,00,000 (Thirty Crores Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each, by creation of additional 7,50,00,000 (Seven Crores Fifty 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. 3,00,00,00,000/- (Rupees Three Hundred Crores Only), divided into 30,00,00,000 (Thirty Crores) 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, 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 Managing Director & CEO or Chief Financial Officer and or Company Secretary & Chief Compliance Officer of the Company.

**Place: Gurugram**  
**Date: May 29, 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. 2 of ordinary business is annexed as Annexure-1 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 Eighth Annual General Meeting of the Company.
10. The route map showing direction to reach the venue of Eighth Annual General Meeting is annexed.

**Place: Gurugram**  
**Date: May 29, 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.4: INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND  
CONSEQUENT ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF  
ASSOCIATION OF THE COMPANY**

The current Authorized Share capital of the Company is as follows: -

Particulars as on Date	Number	Amount (Rs.)
Authorised Share Capital	22,50,00,000	2,25,00,00,000

“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. Accordingly, it is hereby recommended to increase the Authorized Share Capital by Rs. 75,00,00,000/- (Rupees Seventy-Five Crores Only), i.e., from the existing Rs. 2,25,00,00,000/- (Rupees Two Hundred Twenty-Five Crores Only), divided into 22,50,00,000 (Twenty-Two Crores Fifty Lakhs) to Rs. 3,00,00,00,000/- (Rupees Three Hundred 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: -

Particulars post receiving Member's approval	Number	Amount (Rs.)
Authorised Share Capital	30,00,00,000	3,00,00,00,000

The Board of Directors in their meeting held on May 22, 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 are interested in or concerned in this resolution.

Place: Gurugram  
Date: May 29, 2026

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

**Sd/-  
Sangam Jaiswal  
Company Secretary and Chief Compliance Officer**

**ANNEXURE-1 TO THE NOTICE  
(ITEM NO: 2 RE-APPOINTMENT OF DIRECTOR)**

**DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING IN ACCORDANCE WITH SECRETARIAL STANDARDS 2 ISSUED BY INSTITUTE OF COMPANY SECRETARIES OF INDIA**

<b>Name of the Director</b>	Dr HP Singh
<b>Date of Birth</b>	December 24, 1960
<b>Age</b>	65 Years
<b>DIN</b>	00333754
<b>Qualifications</b>	A fellow member of ICAI since 1984; a PHD holder from GNA University and a Law Graduate. Participated in Harvard Business School's Accion program and a leadership program at Wharton Business School. He is a law graduate too.
<b>Brief Profile &amp; Experience</b>	<p>A law graduate and a fellow of The Institute of Chartered Accountants of India since 1984, Dr HP Singh brings over four decades of experience in financial services and is a veteran in financial inclusion and innovation. In addition to his expertise in lending, particularly in the microfinance sector, Dr Singh stands out not only for his financial acumen but also for his remarkable ability to inspire and mentor future leaders. His motivational leadership style, combined with a keen ability to drive organizational growth, has consistently empowered teams to achieve excellence.</p> <p>Dr Singh is a part of the industry forum, the Federation of Indian Chambers of Commerce and Industry (FICCI), where he lends his expertise as a Banking and Financial Institution Committee member. As the former Chair of Sa-Dhan, he contributed significantly to the organization's growth and development over his two-year tenure. Dr. Singh has also been appointed as Trade Commissioner for the Indian ASEAN Trade Council, where he oversees the Council's efforts to enhance trade and economic cooperation between India and the ASEAN region.</p> <p>Dr Singh participated in Harvard Business School's Accion Program on Strategic Leadership for Microfinance in 2009, as well as the leadership program organized by Women's World Banking at Wharton Business School, University of Pennsylvania in 2011.</p> <p>Dr Singh has been conferred with the honorary degree of Doctor of Philosophy - Microfinance (Honoris Causa) by GNA University, a prestigious privately-owned institution based in Phagwara, Punjab, India. This distinguished recognition was awarded following a recommendation from the University's Governing Body in acknowledgment of his remarkable contributions to the field of microfinance and his steadfast commitment to driving social and economic empowerment.</p> <p>Dr Singh has been the recipient of numerous prestigious</p>

	accolades, reflecting his exceptional leadership and contributions across various fields.
<b>Date of First Appointment on the Board</b>	August 10, 2018
<b>Terms and conditions of appointment or re-appointment</b>	As per the Ordinary Resolution set forth at Item No. 2 of this Notice
<b>Details of Remuneration sought to be paid (per annum)</b>	NIL
<b>Remuneration last drawn (Rs. In Lakhs)</b>	NIL
<b>Directorships held in other companies (excluding foreign companies) as on date</b>	<ul style="list-style-type: none"> <li>• Trishashna Holdings &amp; Investments Private Limited</li> <li>• Satin Creditcare Foundation</li> <li>• Satin Creditcare Network Limited</li> <li>• Satin Housing Finance Limited</li> <li>• Satin Technologies Limited</li> </ul>



**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 Eighth Annual General Meeting.

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

Address: No. of Shares Held:

I hereby record my presence at the Eighth Annual General Meeting held on, June 22, 2026, at 02:00. PM. 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

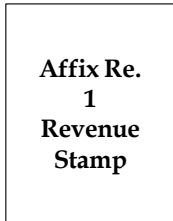
- 1. Name:.....
- 2. Address:.....
- 3. Email Id:.....
- 4. Signature:.....or failing him

- 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 Eighth Annual General Meeting of the Company, to be held on June 22, 2026 at 02:00 PM. at its Registered office at 4<sup>th</sup> Floor, B wing, Plot No. 492, Udyog Vihar, Phase-III, Gurugram - 122016, Haryana

Date:

Signature of the Member/ Authorized Representative



**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 4<sup>th</sup> 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 Eighth Annual General Meeting**  
**4th Floor, B wing, Plot No. 492, Udyog Vihar, Phase-III, Gurugram - 122016, Haryana**

