

**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE TWENTY-FIFTH ANNUAL GENERAL MEETING of SATYA MICROCAPITAL LIMITED will be held on Thursday, 27<sup>th</sup> day of August, 2020 at 2:00 P.M at 519, 5th Floor, DLF Prime Towers, Okhla Industrial Area, Phase-1, New Delhi-110020, India, to transact the following business:

**ORDINARY BUSINESS**

**1. ADOPTION OF ANNUAL AUDITED FINANCIAL STATEMENTS AND REPORTS THEREON**

To receive, consider and adopt the Annual Audited Financial Statements of the Company for the financial year ended March 31, 2020 including Balance Sheet as at March 31, 2020, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

**2. APPOINTMENT OF DIRECTOR IN PLACE OF THOSE RETIRING BY ROTATION**

To appoint a Director in place of Mr. Saneesh Singh (DIN: 02254868), who retires by rotation and being eligible, offers himself for re-appointment.

**3. APPOINTMENT OF DIRECTOR IN PLACE OF THOSE RETIRING BY ROTATION**

To appoint a Director in place of Mr. Sanjay Gandhi (DIN: 02234298), who retires by rotation and being eligible, offers himself for re-appointment.

**4. APPOINTMENT OF DIRECTOR IN PLACE OF THOSE RETIRING BY ROTATION**

To appoint a Director in place of Mr. Ratnesh Tiwari (DIN: 07131331), who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS**

**5. TO APPOINT MR. NAVEEN SURYA (DIN: 00094514) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

“RESOLVED THAT pursuant to Section 149, 150, 152, 160 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV of the Companies Act, 2013 and as per Articles of Association of the Company and pursuant to applicable provisions, if any, Mr. Naveen Surya (DIN: 00094514), appointed vide resolution passed by the Board of Directors on 29.08.2019 as a Non-Executive Director (Additional Director) of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013 from a member signifying his intention to propose him as a candidate for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five years from 29.08.2019 or till such earlier date as may be determined by any applicable statutes, rules, regulations or guidelines and he shall not be liable to retire by rotation.”

**6. TO APPOINT MRS. SUREKHA MARANDI (DIN: 06952573) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

**Registered & Corporate Office**

519, 5th Floor, DLF Prime Tower, Okhla Industrial Area, Phase - 1, New Delhi - 110020, India

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CIN : U74899DL1995PLC068688 | Fax : (+91-11) 49724051 | Phone : (+91-11) 4972 4000

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

**“RESOLVED THAT** pursuant to Section 149, 150, 152, 160 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV of the Companies Act, 2013 and as per Articles of Association of the Company and pursuant to applicable provisions, if any, Mrs. Surekha Marandi (DIN: 06952573), appointed vide resolution passed by the Board of Directors on 28.02.2020 as a Non-Executive Director (Additional Director) of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013 from a member signifying his intention to propose her as a candidate for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five years from 28.02.2020 or till such earlier date as may be determined by any applicable statutes, rules, regulations or guidelines and she shall not be liable to retire by rotation.”

**7. TO INCREASE THE LIMIT U/S 42 OF THE COMPANIES ACT, 2013 AND RULES FRAMED THEREUNDER (OFFERS OR INVITATIONS FOR NON-CONVERTIBLE DEBENTURES)**

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provision of Sections 42 and 71 of the Companies Act, 2013 and Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force) and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board” which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute), to issue/offer/invite for subscription of secured/unsecured, rated/unrated, listed/unlisted non-convertible debentures (“**Debentures**”) by way of private placement, in one or more tranches, from time to time, to any category of investors eligible to invest in the Debentures, aggregating upto Rs. 15,00,00,00,000/- (Rupees One Thousand Five Hundred Crores only) on such terms and conditions and at such times whether at par/premium/discount, as may be decided by the Board to such person or persons including one or more company(ies), body Corporate(s), statutory corporation(s), commercial Bank(s), Lending Agency(ies), Financial Institution(s), insurance company(ies), foreign portfolio investor(s), mutual fund(s) and individual(s), as the case may be or such other person/persons as the Board may decide so for a period of one year from the date of approval of the shareholders, within the overall borrowing limits of the Company, as approved by the members of the Company from time to time.

**RESOLVED FURTHER THAT** in connection with the above, the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolutions and for matters connected therewith or incidental thereto.

**RESOLVED FURTHER THAT** any Director of the Company or the Company Secretary of the Company be and are hereby severally authorized to issue a Certified Copy of the Resolution.”

**8. INCREASE IN POWER OF BOARD OF DIRECTORS FOR CREATING CHARGE OVER MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY U/S 180(1)(a) OF THE COMPANIES ACT, 2013**

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

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**“RESOLVED THAT** the consent of the members of the Company be and is hereby accorded pursuant to section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 and the Rules made thereunder, to the

Board of Directors of the Company (hereinafter referred to as the “Board” which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute), to pledge, mortgage and/or charge in all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of Banks, Financial Institutions, any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the Principal together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the maximum extent of the indebtedness secured by the properties of the Company does not exceed Rs. 35,00,00,00,000/- (Rupees Three Thousand Five Hundred Crores Only) at any time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do such acts, deeds, things and execute all such documents, undertakings as may be necessary for giving effect to the above resolution.

**RESOLVED FURTHER THAT** any Director of the Company or the Company Secretary of the Company be and are hereby severally authorized to issue a Certified Copy of the Resolution.”

#### **9. TO INCREASE THE BORROWING POWER OF BOARD OF DIRECTORS U/S 180(1)(c) OF THE COMPANIES ACT, 2013**

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

**“RESOLVED THAT** the consent of the members of the Company be and is hereby accorded pursuant to section 180(1)(c) and other applicable provisions if any, of the Companies Act, 2013 and the Rules made thereunder, to the Board of Directors of the company (hereinafter referred to as the “Board” which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute), to raise or borrow from time to time such sum or sums as they may deem appropriate for the purposes of the company notwithstanding that the monies already borrowed and the monies to be borrowed (apart from temporary loans obtained from company’s bankers in the ordinary course of business) will exceed the paid-up capital of the company and free reserves not set apart for any specific purpose provided that the total amount upto which monies may be borrowed by the Board of Directors shall not exceed Rs. 35,00,00,00,000/- (Rupees Three Thousand Five Hundred Crores Only) at any time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do such acts, deeds, things and execute all such documents, undertakings as may be necessary for giving effect to the above resolution.

**RESOLVED FURTHER THAT** any Director of the Company or the Company Secretary of the Company be and are hereby severally authorized to issue a Certified Copy of the Resolution.”

#### **10. ALTERATION OF THE MAIN OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

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“**RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013 (“Act”) read with applicable rules and regulations made there under, (including any statutory modification or re-enactment thereof for the time being in force) and subject to such approval(s), sanction(s) and permission(s) of Reserve Bank of India (“RBI”), Registrar of Companies, NCT of Delhi & Haryana (“ROC”) and other regulatory and appropriate authorities, as may be required in this regard and in accordance with the provisions of the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for effecting the alterations in the Main Objects clause of the Memorandum of Association (“the MOA”) of the Company.

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by addition of the following new clause 5 after the existing Main Object clause III (A) 4 as under:

***“To carry on the business of Insurance Corporate Agent as per the Insurance Regulatory and Development Authority of India (‘IRDAI’)”***

**RESOLVED FURTHER THAT** any Director and Company Secretary be and are hereby severally authorized to engage or represent the Company before IRDAI and other relevant authorities for filing the application and in respect of all matters relating to the registration, filling of returns, assessments and all other matters and to sign or authenticate all the necessary applications, papers, forms, letters and documents required to be submitted to the IRDAI, RBI and various authorities for seeking registration, and to do all such acts and deeds to give effect to the above said resolution without requiring the Board to secure any further consent or approval from the members of the Company.

**RESOLVED FURTHER THAT** a copy of the foregoing resolutions certified to be a true copy under the signature of any one of the Directors of the Company be furnished to any statutory authority or any other person as may be required from time to time.”

## **11. TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Section 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from existing Rs. 70,00,00,000 (Rupees Seventy Crores) divided into 6,00,00,000 (Six Crore) Equity Shares of Rs. 10/- (Rupees ten only) each and 1,00,00,000 (One Crore) Preference shares of Rs. 10/- (Rupees Ten) each to Rs. 100,00,00,000 (Rupees One Hundred Crore) divided into 7,00,00,000 (Seven Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each and 30,000,000 (Three Crore) Preference shares of Rs. 10/- (Rupees Ten) each.

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

***V. The Authorised Share capital of the company is Rs. 1,00,00,00,000 (Rupees One Hundred Crore) divided into 7,00,00,000 (Seven Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each and 3,00,00,000 (Three Crore) Preference shares of Rs. 10/- (Rupees Ten) each.”***

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**RESOLVED FURTHER THAT** any Director of the Company or Company Secretary of the Company, be and are hereby severally authorised to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution.”

## **12. ALTERATION IN THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION**

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the members be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following clause:

*V. The Authorised Share capital of the company is Rs. 1,00,00,00,000 (Rupees One Hundred Crore) divided into 7,00,00,000 (Seven Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each and 3,00,00,000 (Three Crore) Preference shares of Rs. 10/- (Rupees Ten) each.*

**RESOLVED FURTHER THAT** any Director of the Company or Company Secretary of the Company, be and are hereby severally authorised to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution.”

**By Order of the Board of Directors  
For SATYA MICROCAPITAL LIMITED**

Sd/-

**Rachna Khantwal**  
Company Secretary & Compliance Officer  
M. No- A43785

**Place: Delhi**  
**Dated: July 31, 2020**

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**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.
2. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014, (“Rules”) setting out all material facts in respect of the business specified in this notice and the reasons thereto is annexed hereto.
3. The proxy form duly completed must reach the registered office not later than 48 hours before the commencement of the Meeting. A body corporate being a member shall be deemed to be personally present at the meeting if represented in accordance with the provisions of Section 113 of the Companies Act, 2013. The representative so appointed, shall have the right to appoint a proxy.
4. Relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public holidays up to the date of the Annual General Meeting.
5. Members may please note that no gifts/ gift coupons shall be distributed at the venue of the General Meeting.
6. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circular, etc. from the Company in electronic mode.
7. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India (“SEBI Circular”) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the VC facility is also being given to the members to attend the 25<sup>th</sup> AGM of the Company, which does not require physical presence of members at a common venue.
8. Members will be able to attend the 25<sup>th</sup> AGM through VC Facility by accessing the below link:  
<https://satyamicro.webex.com/satyamicro/j.php?MTID=mdee1162278684120134348500a9ab272>  
or by webex login: Meeting number (access code): 166 013 8262; Meeting password: pDZPempK737
9. Please note that Members connecting from mobile devices or tablets or through laptops etc. connecting via mobile hotspot, may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

**By Order of the Board of Directors  
For SATYA MICROCAPITAL LIMITED  
Sd/-**

**Place: Delhi  
Dated: July 31, 2020**

**Rachna Khantwal  
Company Secretary & Compliance Officer  
M. No- A43785**

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 5**

Mr. Naveen Surya who was appointed as Additional Director of the Company pursuant to the provision of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company effective from 29.08.2019 holds office upto the date of this Annual General Meeting and is eligible for appointment as a Non-Executive Director in the capacity of Independent Director.

Mr. Naveen Surya is not disqualified from being appointed as a Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Independent Non-Executive Director. His brief profile has been mentioned in Annexure A in the notice.

Accordingly, on the recommendation of the Nomination & Remuneration Committee, the Board recommends the resolution in relation to appointment of Mr. Naveen Surya as Non-Executive Director in the capacity of Independent Director, for the approval by the members of the Company.

Except Mr. Naveen Surya, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution.

**Item No. 6**

Mrs. Surekha Marandi who was appointed as Additional Director of the Company pursuant to the provision of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company effective from 28.02.2020 holds office upto the date of this Annual General Meeting and is eligible for appointment as a Non-Executive Director in the capacity of Independent Director..

Mrs. Surekha Marandi is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given her consent to act as Director. Her brief profile has been mentioned in Annexure A in the notice.

Accordingly, on the recommendation of the Nomination & Remuneration Committee, the Board recommends the resolution in relation to appointment of Mrs. Surekha Marandi as a Non-Executive Director in the capacity of Independent Director, for the approval by the members of the Company.

Except Mrs. Surekha Marandi, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution.

**Item No. 7**

As per the provisions of Section 42 of the Companies Act, 2013 (“Act”), including any statutory modifications or re-enactments thereof for the time being in force, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, a company offering or making an invitation to subscribe to Non-Convertible Debentures (“NCD”) on a private placement basis, is required to obtain the prior approval of the shareholders by way of a Special Resolution, which can be obtained once a year for all the offers and invitations for such NCDs during the year.

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

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- a) Particulars of the offer including date of passing of board resolution: This special resolution is being passed in terms of the third proviso to Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 for the issuance of NCDs, from time to time, for the period of 1 (one) year from the date hereof and accordingly this question is not applicable at present. The particulars of each offer shall be determined by the Board of Directors (including any committee duly authorized by the Board of Directors thereof), from time to time;
- b) Kinds of securities offered and price at which security is being offered: This special resolution is restricted to the private placement issuance of non-convertible debentures by the Company which may be secured/unsecured/subordinated, rated/unrated, listed/unlisted with the terms of each issuance being determined by the Board of Directors (including any committee duly authorized by the Board of Directors thereof), from time to time, for each issuance;
- c) Basis or justification for the price (including premium, if any) at which offer or invitation is being made: Not applicable;
- d) Name and address of valuer who performed valuation: Not applicable;
- e) Amount which the company intends to raise by way of such securities: As may be determined by the Board of Directors from time to time but subject to the limits approved under Section 42 of the Companies Act, 2013 of upto Rs. 15,00,00,00,000 /- (Rupees One Thousand Five Hundred Crores only);
- f) Material terms of raising such 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: This special resolution is being passed in terms of the third proviso to Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 for the issuance of NCDs, from time to time, for the period of 1 (one) year from the date hereof and accordingly this question is not applicable at present. The particulars of each offer shall be determined by the Board of Directors (including any committee duly authorized by the Board of Directors thereof), from time to time.

The Directors recommend the resolution for members' approval 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.

#### **Item No. 8 & 9**

Being into the business of Micro Finance, the Company requires more funds from various lenders of repute to run its operations smoothly and consistently. Therefore, it is required by the Company to raise the limit of indebtedness against the property from Rs. 3,000 Crores to Rs. 3,500 Crores. Pursuant to section 180(1)(c) of the Companies Act, 2013 a Company will require members' approval if the money borrowed together with the money already borrowed by it exceeds aggregate of paid up share capital of it and free reserve, apart from temporary loans obtain from its bankers' in the ordinary course of business. In light of it, the present limit of borrowing as approved by members is Rs. 3,500 Crores at any time which is required to be enhanced pursuant to the business/working capital requirements of the Company.

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Further, pursuant to section 180(1)(a) of the Companies Act, 2013 at present the Company can incur upto Rs.3,500 Crores at any time, as maximum indebtedness against the property whether movable or immovable which can be pledged, mortgage and/or charged and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of Banks, Financial Institutions, any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the Principal together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings.

Therefore, the Board in its meeting dated July 31, 2020 has approved the enhancement in borrowing limit pursuant to section 180(1)(c) of the Company Act, 2013 from Rs. 3,000 Crores to Rs. 3,500 Crores and recommend the same for your approval.

Therefore, your consent is required pursuant to section 180(1)(a) and section 180(1) (b) of the Companies Act, 2013 and Rules made thereunder.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding (if any) in the Company. The Board of Directors recommends the passing of the resolution as Special Resolution.

#### **Item No. 10**

In order to expand the business of the Company, considering the present scenario and for smooth functioning and expansion of the Company, new business objects need to be included apart from the existing business objects. Considering the future business plans, one new object is added to existing Memorandum of Association of the Company.

In order to make the main object clause of the Memorandum of Association comprehensive and concise, it is proposed to insert the new object clause 5 in the Memorandum of Association, after the existing Main Object clause III (A) 4, as stated in the resolution above.

The approval of the members of the company is required, by way of special resolution pursuant to section 13 of the Companies Act, 2013, accordingly the Board recommended the relevant resolution for the approval of members.

None of the Directors of the Company or key managerial personnel or their relatives is, in any way, concerned or interested in the resolution.

#### **Item No. 11**

With a view to capitalise the Company it is proposed to increase the existing Authorised Share Capital of the Company from Rs. 70,00,00,000 to Rs 1,00,00,00,000.

Pursuant to Section 61 and 64 of the Companies Act, 2013, the consent of the shareholders of the Company is required to the proposed increase in the authorised share capital. Accordingly, the Board of Directors of the Company, vide its resolution passed at the meeting held on May 20, 2020 has proposed to increase the authorised share capital of the Company and seeks the approval of the members for the same.

None of the Directors of the Company are in any way, concerned or interested in the resolution, except to the extent of their Shareholding in the Company, if any.

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**Item No. 12**

In order to reflect the increase authorised share capital of the Company, and in order to conform to the requirements of the Companies Act, 2013, Clause V of the Memorandum of Association of the Company must be amended.

As per Section 13 of the Companies Act, 2013, the Alteration of Memorandum of Association of the Company requires the approval of shareholders and accordingly the Board now seeks the approval of the Shareholders for the same.

None of the Directors of the Company are in any way, concerned or interested in the resolution, except to the extent of their Shareholding in the Company, if any.

**By Order of the Board of Directors  
For SATYA MICROCAPITAL LIMITED**

Sd/-

**Place: Delhi  
Dated: July 31, 2020**

**Rachna Khantwal  
Company Secretary & Compliance Officer  
M. No- A43785**



**SATYA**  
सर्वे भवन्तु सुखिनः

**Registered & Corporate Office**

**519, 5th Floor, DLF Prime Tower, Okhla Industrial Area, Phase - 1, New Delhi - 110020, India**

**E-mail : [info@satyamicrocapital.com](mailto:info@satyamicrocapital.com) | Web : [www.satyamicrocapital.com](http://www.satyamicrocapital.com)**

**CIN : U74899DL1995PLC068688 | Fax : (+91-11) 49724051 | Phone : (+91-11) 4972 4000**

**(Annexure-A): DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN ANNUAL GENERAL MEETING**

S. No	Name	DIN	Brief Profile	Qualification	Date of Appointment	Date of Birth	Number of Equity Shares held in the Company	Relations hip between directors inter-se	Director in other Companies
1	Saneesh Singh	02254868	Mr. Saneesh has 25 years of experience in the fields of development, banking, and finance, financial inclusion, MSME lending and impact investments. Saneesh is a member of Inclusive Finance India Group of Advisors and serves on MFI and Small Finance Bank boards. He also serves on key committees and industry forums associated with social performance, responsible finance and impact investments. He has earlier worked in various senior managerial capacities at Small Industries Development Bank of India and was part of the core team that initiated its	Saneesh holds a PGD in Information Management and Systems Administration; a Master's Degree in Social Work and is a British Chevening Scholar of Banking and Finance from The London School of Economics and Political Science.	26.10.2017	19.09.1968	Nil	None	-ESAF Small Finance Bank Limited -MI India Capital Consultants Private Limited -Samhita Community Development Services -Growing Opportunity Finance (India) Private Limited -DIA Vikas Capital Private Limited -Cashpor Micro Credit Margdarshak Financial Services Limited -ESAF Financial Holdings Private Limited  -MI India Capital & Investment Private Limited

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			highly successful microfinance program. He successfully implemented prestigious bilateral projects with UK Aid, IFAD, World Bank,						
2	Sanjay Gandhi	02234 298	Mr. Sanjay Gandhi's first job as an Audit Manager was with the Indian Associates of KPMG. After working for a finance company, he joined the microfinance industry in 2003 and has worked in 25 countries and conducted about 125 ratings of MFIs; some of the assignments were for the World Bank, ADB, UNDP, Mercy Corps and HIVOS.	Sanjay qualified as a Chartered Accountant before graduating from Delhi University.	01.08 .2018	06.02. 1966	Nil	None	-Ananya Finance for Inclusive Growth Private Limited  -LF Financial Services Private Limited
3	Ratnesh Tiwari	07131 331	Ratnesh is an engineering postgraduate and has a doctoral degree (Ph.D.) from Indian Institute of Technology (IIT) Delhi with his research targeted towards biomass-based renewable energy. He has over five years of experience of working on	Ratnesh is an engineering postgraduate and has a doctoral degree (Ph.D.) from Indian Institute of Technology (IIT) Delhi	28.10 .2016	07.04. 1987	51,500	None	-Koshish Sustainable Solutions Private Limited  -Koshish Marketing Solutions Private Limited

Registered & Corporate Office



			<p>different sustainable development programs sponsored by different National and International agencies like Ministry of New &amp; Renewable Energy, Ministry of Human Resource Development, The Energy &amp; Resource Institute, Container Corporation of India Ltd, GIZ Germany, World Bank and United Nation Foundation, USA. He is the Chief Executive Officer at Koshish Renewable Energy Services Pvt Ltd. Koshish focuses on promoting sustainable energy solutions, sustainable agriculture practices and sustainable eco-friendly products leading to sustainable economic growth with environmental upgradation leading to irreversible human development. He</p>					
				<p>Registered &amp; Corporate Office</p>				



			is passionate about socio-economic development of villages. He has an excellent interpersonal and leadership skills.						
4	Naveen Surya	00094514	Mr. Naveen is a distinguished name in the Digital and Retail Payment Systems and FinTech in the country. Currently, the Chairman of Fintech Convergence Council (FCC) which is part of IAMAI/PCI Industry association, He is also Chairman Emeritus of Payments Council of India (PCI) and has served PCI as Chairman for over 10 years. Member of Innovation Council of National Payments Corporation of India (NPCI), Navin is also Advisor to Mitsui & Co. Ltd, Tokyo, Japan	Naveen is a PG in Management with specialization in Finance and is also an Associate Member of Company Secretaries Institute (ACS) besides having a Graduation degree in both Commerce and Law.	29.08.2019	15.01.1972	Nil	None	-Epilepsy Foundation  -Vyoman Tradelink India Private Limited  - So Hum Bharat Digital Payments Private Limited
5	Surekha Marandi	06952573	Ms Surekha has a vast multifarious experience of more than three decades in the sectoral BFSI	Surekha is a postgraduate scholar from Jadavpur University and has attained	28.02.2020	27.07.1959	Nil	None	None





			<p>domain, She is an exemplary Financial Inclusion Expert with a distinguished career complemented with detailed proficiency in financial inclusion and development; customer education and protection; regulation, supervision and compliance; and strong understanding in facets of economy; microfinance; rural planning; credit and communications. Under the aegis of her illustrious career span, she has held copious leadership positions like Nominee Director of RBI at United Bank, Nominee Director at Bank of Baroda, Member of Board - IEPF authority. Surekha has also worked with NCFE, since its inception in 2018 till retirement, as Chairperson and member on the board of</p>	<p>adept certifications in COBOL programming from CMC; Advanced Management from AIM, Manila and Advanced Management in Financial Management Services from Cambridge University, UK.</p>					
			Financial Inclusion Fund	Registered & Corporate Office					



# SATYA MicroCapital Ltd.

सर्वे भवन्तु सुखिनः

			administered by NABARD. She has exceptionally pioneered the navigation of complex projects from conceptualization to complete operational activation.						
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# SATYA

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**ATTENDANCE SLIP**

Folio No.\*: \_\_\_\_\_

No. of Shares: \_\_\_\_\_

DP ID: \_\_\_\_\_

Client ID: \_\_\_\_\_

Members or their Proxies are requested to present this Slip in accordance with the Specimen Signatures registered with the Company, at the entrance of the Meeting Hall, for admission.

Name of the attending Member / Proxy(s) \_\_\_\_\_

(in BLOCK LETTERS)

I hereby record my presence at the Annual General Meeting of the Company held on Thursday, 27<sup>th</sup> day of August, 2020 at 2:00 P.M at the registered office of the Company at 519,5th Floor, DLF Prime Towers, Okhla Industrial Area, Phase-1, New Delhi-110020.

\_\_\_\_\_ Member's Signature, \_\_\_\_\_ Proxy's Signature

\*Applicable for Members holding shares in Physical form.

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**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]**

Name of the Company: SATYA MICROCAPITAL LIMITED

Registered Office: 519,5th Floor, DLF Prime Towers, Okhla Industrial Area, Phase-1, New Delhi-110020

Name of the Member(s)	
Registered Address	
E-mail Id	
Folio No /Client ID	
DP ID	

I/We, being the member(s) of \_\_\_\_\_ shares of the above named Company. Hereby appoint:

S. No	Name	Address	Email id	Signature

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company held on 27<sup>th</sup> day of August, 2020 at 2:00 P.M at the registered office of the Company at office 519,5th Floor, DLF Prime Towers, Okhla Industrial Area, Phase-1, New Delhi-110020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.:-

1. Adoption of Annual Audited Financial Statements for financial year 2019-20 together with the Reports of the Board of Directors and the Auditors thereon;
2. Appointment of Director in place of Director retiring by rotation;
3. Appointment of Director in place of Director retiring by rotation;
4. Appointment of Director in place of Director retiring by rotation;

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5. Appointment of Mr. Naveen Surya as Non-Executive Independent Director;
6. Appointment of Mrs. Surekha Marandi as Non-Executive Independent Director;
7. Increase in the limit u/s 42 of the Companies Act, 2013 and rules framed thereunder (Offers or Invitations for Non-Convertible Debentures);
8. Increase in the Power of Board of Directors for Creating Charge over Movable & Immovable Properties of the Company u/s 180(1)(a) of the Companies Act, 2013;
9. Increase in the Borrowing Power of Board of Directors u/s 180(1)(c) of the Companies Act, 2013;
10. Alteration of the main objects clause of the Memorandum of Association of the company;
11. Increase in the Authorised Share Capital of the Company;
12. Alteration in the Capital Clause of Memorandum of Association.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2020



**SATYA**  
सर्वे भवन्तु सुखिनः

Affix Revenue  
Stamps

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Signature of Proxy holder(s)

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

**Registered & Corporate Office**

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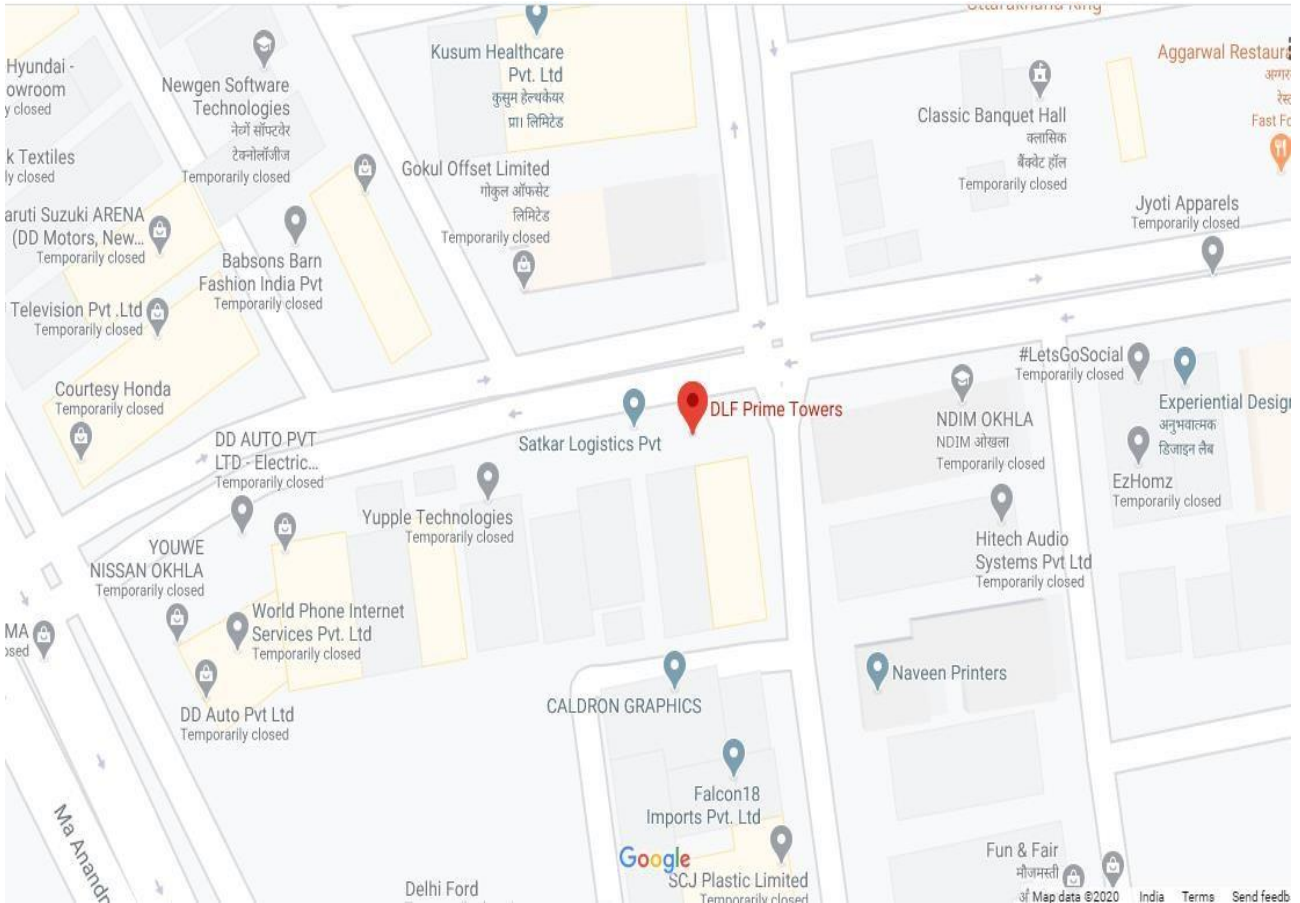
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## ROUTE MAP

**Date of AGM: August 27, 2020**

**Time: 2:00 P.M**

**Venue: 519, 5th Floor, DLF Prime Towers, Okhla Industrial Area, Phase-1, Delhi-110020, India**



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