



SATYA MicroCapital Ltd.

सर्वे भवन्तु सुखिनः

NOTICE

SHORTER NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF SATYA MICROCAPITAL LIMITED WILL BE HELD ON SATURDAY, THE 28TH DAY OF MARCH, 2020 AT 10:30 A.M AT FLAT NO. A-406 GAUR GRANDEUR, SECTOR-119, PARTHALA KHANJARPUR, GAUTAM BUDDHA NAGAR, UP- 201304 TO TRANSACT THE FOLLOWING BUSINESS:

1. ISSUE OF COMPULSORILY CONVERTIBLE PREFERENCE SHARES (CCPS) TO GOJO AND COMPANY, INC.

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 Sections 42, 62, and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Rules framed there under including any statutory modification(s) or re-enactment thereof for the time being in force, the Articles of Association of the Company, the Foreign Exchange Management Act, 1999, and the provisions of any other applicable laws, rules and regulations (including any amendments thereto or re-enactments thereof) and also subject to receipt of the requisite approvals, permissions and sanctions of Reserve Bank of India and other authorities, institutions or bodies (‘the appropriate authorities’) as may be necessary and subject to such conditions and modification(s) as may be prescribed or imposed by them while granting such approvals, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall include Operation Committee to exercise its powers, if necessary, conferred by this resolution) is empowered to accept; the consent, authority and approval of the Company be and is hereby accorded to the Board to create, offer, issue and allot 77,77,778 (Seventy Seven Lakhs Seventy Seven Thousand Seven Hundred and Seventy Eight only) 0.01% Non – Cumulative, Participating, Compulsorily Convertible Preference Shares (‘CCPS’) – Series I of having a face value of Rs. 10/- each at a premium of Rs. 125/- per CCPS aggregating to Rs. 1,05,00,00,030/-, in one or more tranche(s) to Gojo and Company, Inc., (‘Gojo’), existing holder of equity shares of the Company, on a Preferential basis and to issue such number of equity shares as may be required to be issued upon conversion of such CCPS or as may be necessary in accordance with the terms of the offering to Gojo and on such terms and conditions and in such manner as may be approved, finalized or decided by the Board from time to time;

RESOLVED FURTHER THAT the each CCPS shall convert into one number of equity shares of the Company within a period of six (6) months and the equity shares to be issued on conversion of the CCPS shall rank pari-passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary and desirable and expedient for such purpose including without limitation, to finalize, approve and sign, issue Disclosure Document/Private Placement Offer Letter, and other documents and for the purpose of the aforesaid to give such declarations, affidavits, undertakings, certificates, consents and to authorise any Director and/or Company Secretary to resolve all the questions of doubt that may arise with regard to the issue, offer, allotment, utilization of proceeds and other related matters without requiring any further consent or approval of the members of the Company with regard to the issue of CCPS and to authorize such persons as may be necessary, in connection therewith and incidental thereto in their absolute discretion shall deem fit and to do all such things, deeds and acts and to comply with all the formalities as may be required in connection with and incidental to the aforesaid issue of CCPS.”

By order of the Board of Directors

For SATYA MICROCAPITAL LIMITED

Place: Noida

Date: March 28, 2020

Sd/-

Rachna Khantwal

Company Secretary & Compliance Officer

M. No.-A43785

Registered and Corporate Office

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

E-mail : info@satyamicrocapital.com | Web : www.satyamicrocapital.com

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

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 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.
3. 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.
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 Extra-Ordinary 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.

By order of the Board of Directors
For SATYA MICROCAPITAL LIMITED

Place: Noida
Date: March 28, 2020

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

EXPLANATORY STATEMENT TO BE ANNEXED TO THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item 1. Approval for Issuance of Compulsorily Convertible Preference Shares (CCPS) to Gojo & Company, Inc.

To augment the long term resources and to meet the long-term capital requirements of the Company, it is proposed to offer, issue and allot 77,77,778 (Seventy Seven Lakhs Seventy Seven Thousand Seven Hundred and Seventy Eight) 0.01% Non – Cumulative, Participating, Compulsorily Convertible Preference Shares (“CCPS”) – Series I of) of having a face value of Rs. 10/- each at a premium of Rs. 125/- per CCPS aggregating to Rs. 1,05,00,00,030/, in one or more tranche(s) to Gojo and Company, Inc., (‘Gojo’), existing holder of equity shares of the Company, on a Preferential basis in one or more tranche(s).

As the CCPS are proposed to be offered on a preferential basis, the approval of members is sought as per the applicable provisions of the Companies Act 2013 (“the Act”) read with the Companies (Share Capital and Debentures) Rules, 2014 (“the Rules”) including any statutory modification thereto or re-enactment thereof.

S.No	Category	No. of Equity shares	Pre-Issue		Post-issue		No. of Preference shares	Shares in %
			Shares in %	No. of Preference shares	Shares in %	No. of Equity shares		
A	Promoters holding							
	Indian:							
	Individual	11715200	35.16%	0	0	11715200	35.16%	0
	Body corporate	1308333	3.93%	0	0	1308333	3.93%	0
	Sub-total A	13023533	39.09%	0	0	13023533	39.09%	0
	Foreign Promoters	0	0			0	0	0
B	Non-Promoters holding							
1	Body Corporates (Foreign)	8135537	24.42%	0	0	8135537	24.42%	7777778
2	Body Corporates (Indian)	7324202	21.98%	0	0	7324202	21.98%	0
3	Directors & Relatives	120000	0.35%	0	0	120000	0.35%	0
4	Indian Public	3718456	11.16%	0	0	3718456	11.16%	0
5	Others (ESOP Trust)	1000000	3%	0	0	1000000	3%	0
	Sub-total B	20298195	60.91	0	0	20298195	60.91	7777778
	Grand Total	33321728	100%	0	0	33321728	100%	7777778

The required disclosures under the aforesaid Rules are as under:

Particulars	Remarks
Date of Passing of Board Resolution	March 27, 2020.
Nature of Shares i.e. cumulative or non-cumulative, participating or non-participating, convertible or non-convertible	Non-cumulative, Participating, Compulsorily Convertible Preference Shares.
Size of the issue, number of preference shares and nominal value of each shares, price at which the same is proposed to be issued	77,77,778 (Seventy Seven Lakhs Seventy Seven Thousand Seven Hundred Seventy Eight) CCPS of face value of Rs. 10/- each with an issue price of Rs. 135/- each including premium of Rs. 125/- each

	aggregating to Rs. 105,00,00,030/-.
Price/Price band at/within which such shares are proposed to be issued	CCPS will be issued at Rs. 135/- each (Face value at Rs. 10/- and Premium of Rs. 125).
Basis on which price is arrived at	The price has been arrived at considering the fair value of the company applying an appropriate valuation methodology.
Name and address of the valuer who performed the valuation	Pantomath Capital Advisors Private Limited, Category-I Merchant Banker, situated at 406-408, Keshava Premises, Bandra Kurla Complex, Bandra (East), Mumbai — 400 051 and Mr. Chandan Bhatia having IBBI Reg No: IBBI/RV/06/2019/11431, situated at 1321, GF, Sector 29, Faridabad, Haryana.
Relevant date with reference to which price has been arrived	The relevant date with reference to which price has been arrived at is September 30, 2019.
Purpose or objects of the offer	To augment the capital base, to meet the long-term financial requirements of the company and for general business purposes.
Manner of issue of shares	The said Preference shares are proposed to be issued on a private placement basis through circulation of private placement offer letter.
Terms of the issue, including terms and rate of dividend on each share, etc.	<p>Key terms of the issue of the CCPS:</p> <p>(a) The CCPS holders will be entitled to preferential dividend of 0.01% payable annually on the face value of the CCPS.</p> <p>(b) In addition, subject to applicable Law, each CCPS holder would be entitled to participate pari-passu in any dividends paid to shareholders of the Company on a pro rata, as-if-converted basis.</p> <p>(c) The CCPS holders are entitled to have the proceeds of dissolution or winding up applied to pay off their CCPS investment in the Company, prior and in preference to any other payments by the Company to the equity shareholders.</p> <p>(d) The CCPS shall have voting rights on conversion into equity i.e. CCPS on conversion shall rank pari-passu with the existing equity share.</p>
Terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion.	CCPS are not redeemable but are convertible into equity shares of the company not later than the six months from the date of issue of the 0.01% Non – Cumulative, Participating, Compulsorily Convertible Preference Shares ('CCPS') – Series I with prior approval of the Reserve Bank of India (RBI).
Principle terms of assets charged as securities	N.A.
Class or classes of person to whom the allotment is proposed to be made	The CCPS are proposed to be allotted to Gojo and Company, Inc., existing equity holder of the Company.
Intention of promoters, directors or KMP to subscribe to the offer / contribution made by the promoters or directors either as part of the offer or separately in furtherance of objects	The Promoters, Directors or Key Managerial Personnel of the Company are not offered the said CCPS.
Proposed time within which the allotment shall be completed	The allotment shall be completed within 60 days of receipt of share application money.
The name of the proposed allottees and the percentage	Gojo and Company, Inc. ("Investor") is the proposed

of the post preferential offer capital held by them	allottee and will hold 100% of the preference share capital of the Company at the time of the issue of the CCPS.
The change in control, if any, in the Company that would occur consequent to the preferential offer	There will not be any change in control of the Company.
The number of persons to whom allotment on preferential basis have already been made during the calendar year, in terms of number of securities as well as price	None, there has been no allotment of preference shares made during the calendar year, in terms of number of securities as well as price.
Price pursuant to conversion as per rule 13(2)(h)	The CCPS conversion price will be same as the issue price i.e. Rs. 135/- per share.
The number of persons to whom allotment on preferential basis have already been made during the calendar year	None.

The Board recommends the above resolution at Item No. 1 for approval of the members of the Company vide Board meeting dated 27th March, 2020.

No Director, Key Managerial Personnel of the Company or their respective relatives other than Mr. Sanjay Gandhi (in the capacity of Nominee Director of Gojo & Company, Inc.) are in anyway concerned or interested in the resolution.

By order of the Board of Directors
For SATYA MICROCAPITAL LIMITED

Place: Noida
Date: March 28, 2020

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

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 Extra-Ordinary General Meeting of the Company held on Saturday, the 28th day of March, 2020 at 10:30 A.M at Flat No. A-406 Gaur Grandeur, Sector-119, Parthala Khanjarpur, Gautam Buddha Nagar, UP-201304.

Member's Signature

Proxy's Signature

*Applicable for Members holding shares in Physical form

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 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	E-mail Id	Signature
1				
2				

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company held Saturday, the 28th day of March, 2020 at 10:30 A.M at Flat No. A-406 Gaur Grandeur, Sector-119, Parthala Khanjarpur, Gautam Buddha Nagar,UP- 201304 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions:

1. Approval for Issuance of 77,77,778 Compulsorily Convertible Preference Shares (CCPS) to Gojo and Company, Inc. of Rs. 10/- each at a price of Rs. 135/- each including premium of Rs. 125/- per share aggregating to Rs. 105,00,00,030 (One Hundred Five Crore and Thirty Rupees only) on preferential basis.

Signed this _____ day of _____ 2020

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 later than 48 hours before the commencement of the Meeting.

ROUTE MAP

Date of EGM: March 28, 2020

Time: 10:30 A.M

Venue: Flat No. A-406 Gaur Grandeur, Sector-119, Parthala Khanjarpur, Gautam Buddha Nagar, UP- 201304.

