



सर्वे भवन्तु सुखिनः

SATYA MICROCAPITAL LIMITED

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

Phone: 011-49724000

email: investors@satyamicrocapital.com

CIN: U74899DL1995PLC068688

NOTICE

Notice is hereby given that the Twenty-Fourth Annual General Meeting of **SATYA MICROCAPITAL LIMITED** will be held on Friday, the 26th day of July, 2019 at 11:30 a.m. at 519, 5th Floor, DLF Prime Towers, Okhla Industrial Area, Phase-1, Delhi-110020, India New Delhi, 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, 2019 together with the Reports of the Board of Directors and the Auditors thereon.

2. 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.

3. 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.

SPECIAL BUSINESS

4. TO APPOINT MR. SANJAY GANDHI (DIN: 02234298) AS A DIRECTOR

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

“**RESOLVED THAT** Mr. Sanjay Gandhi (holding DIN: 02234298) who was appointed as an Additional Director pursuant to Section 161 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and who holds office up to the date of this Annual General Meeting of the Company, be and is hereby appointed as a Director of the Company, whose term of office shall be determined by applicable provisions of the Companies Act, 2013.”

5. 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. 10,00,00,00,000/- (Rupees One Thousand 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), 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.”

6. 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 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. 30,00,00,00,000/- (Rupees Three Thousand 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.”

7. 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:

“RESOLVED THAT 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. 30,00,00,00,000/- (Rupees Three Thousand 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.”

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

**Place: Delhi
Dated: July 03, 2019**

**Sd/-
Rachna Khantwal
Company Secretary
M. No- A43785**

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 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.

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

**Place: Delhi
Dated: July 03, 2019**

**Sd/-
Rachna Khantwal
Company Secretary
M. No- A43785**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
ATTACHED ALONGWITH THE NOTICE DATED JULY 03, 2019**

Item No. 4

Mr. Sanjay Gandhi who was appointed as an 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 01.08.2018 holds office upto the date of this Annual General Meeting and is eligible for appointment as a Director.

Mr. Sanjay Gandhi is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director. His brief profile has been mentioned above in the notice.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Sanjay Gandhi as Director, for the approval by the members of the Company.

Except Mr. Sanjay Gandhi, 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. 5

Pursuant to Section 42 of the Companies Act, 2013 and other applicable provisions read with the relevant rules thereunder requires every issuance of securities/non-convertible debentures of the Company to be authorized by way of a special resolution. It may be noted that Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014 read with Section 42 of the Companies Act, 2013, allows a company to pass a special resolution once in a year for all the offer or invitation for Non-Convertible Debentures/ Bonds to be made during the year through Private placement basis in one or more tranches.

Consent of the Members is therefore sought in connection with the aforesaid issue of Non-Convertible Debentures/ Bonds from time to time and they are requested to authorize the Board (including any committee of the Board) to issue Non-Convertible Debentures/Bonds during the year on private placement basis upto Rs. 1,000 Crores (Rupees One Thousand Crores only), in one or more tranches. For every issue of non-convertible debentures proposed to be offered during this year, the pricing of the debentures (including premium if any) will be determined on the basis of the prevailing market consideration and as specially approved by the Board at such time.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution. The Board of Directors recommend the Resolution for approval of the members of the Company

Item No. 6 & 7

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. 1,500 Crores to Rs. 3,000 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. 3,000 Crores at any time which is required to be enhanced pursuant to the business/working capital requirements of the Company.

Further, pursuant to section 180(1)(a) of the Companies Act, 2013 at present the Company can incur upto Rs.3,000 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 03, 2019 has approved the enhancement in borrowing limit pursuant to section 180(1)(c) of the Company Act, 2013 from Rs. 1,500 Crores to Rs. 3,000 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.

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

**Place: Delhi
Dated: July 03, 2019**

**Sd/-
Rachna Khantwal
Company Secretary
M. No- A43785**

(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	Relation ship between directors inter-se	Director in other Companies
1.	RATNESH TIWARI	07131331	Mr. Ratnesh Tiwari has on-the-ground experience in understanding, identifying and resolving operational and technical issues in biomass-based rural energy systems. He is passionate about socio-economic development of villages. He has excellent interpersonal and leadership skills.	Mr. Ratnesh is an engineering postgraduate and pursuing his doctoral degree (Ph.D.) from Indian Institute of Technology (IIT) Delhi.	28.10.2016	07.04.1987	51,500	Brother of Mr. Vivek Tiwari, Managing Director of the Company	-Koshish Renewable Energy Services Private Limited; -Koshish Marketing Solutions Pvt. Ltd.
2	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 highly successful microfinance program. He successfully implemented prestigious bilateral projects with UK Aid, IFAD, World Bank,	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 Microfinance And Investments Private Limited -MI India Capital & Investment Private Limited

			and GIZ during his SIDBI stint. He also played a key role in start-up support and growth of Bandhan, the leading Indian MFI (now a universal bank)						
3	SANJAY GANDHI		Mr. Sanjay Gandhi, Co-founder and Chief Investment Officer of Gojo & Co. Chartered Accountant with 24 years of experience, 10 years in conducting ratings of Microfinance Institutions and 14 years working with a NBFC as Head of Operations followed by CEO and Director	Chartered Accountant	01.08.2018	0 6.02.1966	Nil	None	-Mock Rate Plus Private Limited -Ananya Finance for Inclusive Growth Private Limited

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 Friday, 26th Day of July, 2019 at 11:30 A.M at the registered office of the Company at office 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.

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 Friday, the 26th Day of July, 2019 at 11:30 A.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 2018-19 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 Mr. Sanjay Gandhi as Director;
5. Increase in the limit u/s 42 of the Companies Act, 2013 and rules framed thereunder (Offers or Invitations for Non-Convertible Debentures);
6. Increase in the Borrowing Power of Board of Directors u/s 180(1)(c) of the Companies Act, 2013;
7. 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;

Signed this _____ day of _____ 2019

Signature of Shareholder

Signature of Proxy holder(s)

Affix Revenue
Stamps

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.

ROUTE MAP

Date of AGM: July 26, 2019

Time: 11:30 A.M

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

