

**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE TWENTY-SIXTH ANNUAL GENERAL MEETING of SATYA MICROCAPITAL LIMITED will be held on Monday, 28<sup>th</sup> June, 2021 at 03:00 P.M at Registered Office: 519, 5th Floor, DLF Prime Towers, Okhla Industrial Area, Phase-1, New Delhi-110020, India, to transact the following businesses:

**ORDINARY BUSINESSES**

**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, 2021 including Balance Sheet as at March 31, 2021, 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. 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. 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. 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 BUSINESSES**

**5. REAPPOINTMENT OF MR. VIVEK TIWARI (DIN: 02174160) AS MANAGING DIRECTOR, CEO & CIO 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** in accordance with the provisions of Section 152, 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification (s) or re- enactment thereof for the time being in force) and Articles of Association of the Company and subject to the approval of Central Government or other Government Authority, if required, approval of the members of the Company be and is hereby accorded to re-appoint Mr. Vivek Tiwari (DIN: 02174160) as Managing Director, CEO and CIO of the Company, for a period of 5 (five) years, on expiry of his present term of office i.e with effect from 19<sup>th</sup> October, 2021, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty 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 alter and vary the terms of the said reappointment and/ or remuneration as it may deem fit and may be acceptable to Mr. Vivek Tiwari, subject to the same not exceeding the limits

**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**

specified under Schedule V to the Companies Act, 2013 or any statutory modification or re-enactment thereof.

**RESOLVED FURTHER THAT** the terms of appointment and remuneration as detailed in the Statement annexed to this Notice, may be regarded as an abstract of the terms of appointment and memorandum under Section 190 of the Act.

**RESOLVED FURTHER THAT** the Board of Directors, which term shall include Committees of the Board of Directors be and is hereby authorized to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

#### 6. ENHANCEMENT IN THE LIMIT OF BORROWINGS

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 180(1)(c) and other applicable provisions if any, of the Companies Act, 2013 and the Rules made thereunder, the consent of the members of the Company be and is hereby accorded 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 business 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 up to which monies may be borrowed by the Board of Directors shall not exceed Rs. 50,00,00,00,000/- (Rupees Five Thousand Crores only) at any time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors which term shall include its Committees and all Key Managerial Personnel (KMP) of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as they may in their absolute discretion may deem necessary or desirable.”

**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. TO PROVIDE THE SECURITY FOR SECURING THE BORROWINGS

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 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 and the Rules made thereunder, the consent of the members of the Company be and is hereby accorded, 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

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

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. 50,00,00,00,000/- (Rupees Five 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.”

#### 8. ISSUANCE OF NON-CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT BASIS

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), Alternative Investment Fund, 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.”

**By Order of the Board of Directors  
For SATYA MicroCapital Limited**



**Place: Delhi  
Dated: May 21, 2021**

**Amit Jain  
(Head-Legal, Secretary & Compliance Officer)  
M. No- FCS 3923**

**Registered & 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 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. Members can avail of the nomination facility by filing Form SH-13, as prescribed under Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, with the Company.
8. Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details, ECS mandates, email addresses, nominations, power of attorney, change of address/ name etc. to their Depository Participant (DP) only and not to the Company or its Registrar and Transfer Agent. Any such changes effected by the DPs will automatically reflect in the Company’s subsequent records.
9. Members who still hold share certificates in physical form are advised to dematerialise their shareholding to also avail of numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
10. Details of Directors retiring by rotation/ seeking re-appointment at the ensuing Meeting are provided in the ‘Annexure’ to the Notice.
11. Corporate Members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company, a certified true copy of the relevant Board Resolution together with specimen signature(s) of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting.

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



**Place: Delhi  
Dated: May 21, 2021**

**Amit Jain  
(Head-Legal, Secretary & Compliance Officer)  
M. No- FCS 3923**

**Registered & 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**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**
**Item No. 5**

Mr. Vivek Tiwari, pursuant to the provisions of Section 152, 196, 197 and 203 of the Companies Act, 2013 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, was appointed as Managing Director, CEO & CIO of the Company, effective October 20, 2016 for a period of 5 years, holds the office up to October 20, 2021 and is eligible for appointment as the Managing Director, CEO & CIO of the Company.

Mr. Vivek Tiwari is not disqualified from being appointed as a Director in terms of Section 164, 165 of Companies Act, 2013 and has given his consent to act as the Managing Director, CEO & CIO. His brief profile has been mentioned in Annexure A to the Notice.

Accordingly, on the recommendation of the Nomination & Remuneration Committee, your Board is of the opinion that Mr. Vivek Tiwari's vast knowledge and varied experience will be of great value to the Company and recommends the resolution in relation to appointment of Mr. Vivek Tiwari as the Managing Director, CEO & CIO of the Company with effect from October 20, 2021, for the approval by the Members of the Company.

The principal terms and conditions of appointment of Mr. Vivek Tiwari as the Managing Director, CEO & CIO (hereinafter referred to as the 'Executive') is as follows:

1. Period of Appointment: Five years commencing from 20 October, 2021.
2. A. Remuneration: The remuneration for the three financial years 2021 till 2024, shall be as per the following details.

		<i>Amount (Rs.)</i>		
Name	Designation	FY 2021-22	FY 2022-23	FY 2023-24
Mr. Vivek Tiwari	Managing Director, CEO & CIO	3.38 Crores	4.22 Crores	5.27 Crores

Retirement benefits of Gratuity and Leave encashment and/ or any other benefits as may be applicable from time to time shall be considered over and above the aforesaid proposal and the same shall be paid as per the statutory guidelines and Company Policy

- Withholding

The remuneration shall be subject to applicable Taxes and the Company may withhold therefrom any amounts as are required to be withheld pursuant to Applicable Law. Any Tax liability arising in respect of payments made pursuant to the Agreement or income earned by the Executive as an employee shall be borne solely by the Executive. The Executive shall file required tax returns in accordance with Applicable Law.

B. Benefits

- Paid Leave: The Executive shall be entitled to paid leave in accordance with the Company's policies as may be outlined from time to time.

**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

- **Perquisites:** The Company shall provide to Executive all perquisites as per Company's policy as may be outlined from time to time.
- **Business and Entertainment Expenses:** The Executive shall be reimbursed in accordance with the Company's expense reimbursement policy for all reasonable and necessary approved business and entertainment expenses incurred in connection with the performance of his duties hereunder.

Mr. Ratnesh Tiwari, Non Executive and Non-Independent Director of the Company, who is a Brother of Mr. Vivek Tiwari may be deemed to be concerned or interested, financial or otherwise, in this Resolution. Except Mr. Vivek Tiwari and Mr. Ratnesh Tiwari, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the Resolution.

The Directors recommend the Resolution for members' approval as an Ordinary Resolution.

#### **Item Nos. 6 & 7**

In view of expected growth in business of the Company, it is necessary for the Company to borrow from various sources and to increase the existing limit of Rs. 3,500 Crores to Rs. 5,000 Crores. The Board of Directors at its meeting held on May 21, 2021 has approved the proposal to Increase the limit to borrow from time to time such sum or sums of monies as they may deem necessary for the purpose of the business of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from company's bankers in the ordinary course of business) and remaining outstanding at any point of time will exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount upto which monies may be borrowed and which shall remain outstanding at any given point of time shall not exceed the sum of Rs. 5,000 crores (Rupees Five Thousand Crores).

The borrowings of the Company in general are required to be secured from time to time by creation of hypothecation, mortgage or charge on all or any of the movable or immovable property/assets of the Company in such form and manner as may be required by the lenders and acceptable to the Company. Mortgaging or creating charge by the Company of its assets to secure the funds borrowed from time to time within the overall limits of borrowing powers delegated to the Board, may be construed as disposal of the Company's undertaking within the meaning of Section 180(1)(a) of the Companies Act, 2013. It is therefore considered necessary for the Members to authorize the Board to create mortgage/charge on Company's assets in the manner proposed in the Resolution to secure the funds borrowed by the Company from time to time.

Further, the provisions of Sections 180(1)(c) and 180(1)(a) of the Companies Act, 2013 read with Rules made thereunder require that such a Resolution be passed by way of a Special Resolution. The consent of the members is hereby requested on the proposed resolution(s) by way of Special Resolution(s). Your Directors recommends the passing of the Special Resolution(s) proposed at Item Nos. 6 & 7 of this Notice.

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. 8**

Due to the increased long term capital requirements and to maintain the growth, the issuance of Non-Convertible Debentures (NCDs) in compliance with the provisions of Companies Act, 2013 ("Act") read with Companies

---

#### **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**

(Share Capital & Debentures) Rules, 2014 and Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and in accordance with the applicable provisions of SEBI (Issue and Listing of Debt Securities) Regulations, 2008, as amended from time to time, is beneficial for the Company. The Board at its Meeting held on May 21, 2021 has approved the proposal for the issuance of NCDs within the overall borrowing limits of the Company of Rs. 1,500 Crores.

The NCDs would be issued for cash either at par or premium to face value depending upon the prevailing market conditions. Pursuant to the provisions of Sections 42, 179 and other applicable provisions of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any modifications or re-enactments thereof, for the time being in force), the Proposal requires the approval of Shareholders by way of a Special Resolution. Accordingly, the approval of the members is being sought by way of Special Resolution as set out at Item No. 6 for issue of secured, redeemable Non-Convertible Debentures on a private placement basis, from time to time, for a year from the date of passing of this Resolution, in one or more series or trenches, not exceeding the total borrowing limit of the Company i.e. Rs. 1,500 Crores.

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

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;

- a) 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;
- b) Basis or justification for the price (including premium, if any) at which offer or invitation is being made: Not applicable;
- c) Name and address of valuer who performed valuation: Not applicable;
- d) 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 up to Rs. 15,00,00,00,000 (Rupees One Thousand Five Hundred Crores only);
- e) 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.

**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**

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.

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



**Place: Delhi  
Dated: May 21, 2021**

**Amit Jain  
(Head-Legal, Secretary & Compliance Officer)  
M. No- FCS 3923**



**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 AT THE ANNUAL GENERAL MEETING OF THE COMPANY, PURSUANT TO THE STANDARD 1.2.5 OF SECRETARIAL STANDARD – 2 ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF THE COMPANY SECRETARIES OF INDIA.

Name of the Director	Mr. Vivek Tiwari	Mr. Saneesh Singh	Mr. Ratnesh Tiwari	Mr. Sanjay Gandhi
Directors Identification Number (DIN)	02174160	02254868	07131331	02234298
Date of Birth	01.04.1978	19.09.1968	07.04.1987	06.02.1966
Date of first appointment on the Board	18.02.2016	26.10.2017	28.10.2016	01.08.2018
Qualification	Post Graduate in Rural Development & Management from the Institute of Engineering & Rural Technology, Allahabad and Certified professional of Concentration in Management Programme from Boulder Microfinance Training, Italy	He 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.	He 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 qualified as a Chartered Accountant before graduating from Delhi University.
Experience & Expertise in specific functional areas	Mr. Vivek Tiwari has prolific experience of nearly two decades in the Microfinance and Development Sector. His proficiency outlines extreme focus on the innovative deployment of technological framework for incubating responsible lending, financial inclusion, social entrepreneurship, and impact investing within national boundaries. Recently encompassed in the Board of MicroFinance Institutions Network (MFIN), Mr. Tiwari's far-sightedness and visionary thinking has made SATYA - one of the fastest growing MFIs in the country.	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	He has over five years of experience of working on different sustainable development programs sponsored by different National and International agencies like Ministry of New & Renewable Energy, Ministry of Human Resource Development, The Energy & 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	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.
<b>Registered &amp; Corporate Office</b> <b>519, 5th Floor, DLF Prime Tower, Okhla Industrial Area, Phase - 1, New Delhi - 110020, India</b> <b>E-mail : info@satyamicrocapital.com   Web : www.satyamicrocapital.com</b> <b>CIN : U74899DL1995PLC068688   Fax : (+91-11) 49724051   Phone : (+91-11) 4972 4000</b>				



	Confronting the multifarious challenging times like Demonetization, IL&FS Crisis and current COVID 19 Pandemic. Prior to SATYA, he was associated with Satin Credit Care Network Ltd (SCNL) as the Chief Operating Officer.	bilateral projects with UK Aid, IFAD, World Bank,	economic growth with environmental upgradation leading to irreversible human development.	
Terms and conditions for appointment / re-appointment	As per Company`s Policy on appointment of Board Members and as may be acceptable to Mr. Vivek Tiwari	As per Company`s Policy on appointment of Board Members	As per Company`s Policy on appointment of Board Members	As per Company`s Policy on appointment of Board Members
Remuneration sought to be paid	As mentioned in the Resolution	Sitting fee	Sitting fee	Sitting fee
Remuneration last drawn	INR 28,12,500 (CTC per month)	NA	NA	NA
Shareholding in the company as on 31.03.2021	11,616,200	Nil	51,500	Nil
Relationship with other directors and KMPs of the Company	Mr. Ratnesh Tiwari, Non Executive and Non-Independent Director, who is a Brother of Mr. Vivek Tiwari. Except Mr. Ratnesh Tiwari, none of the other Directors and Key Managerial Personnel is related to Mr. Vivek Tiwari	Mr. C. P. Mohan is the Director on the board of ESAF Small Finance Bank Limited	NA	Mr. Taejun Shin is the Director on the board of Ananya Finance for Inclusive Growth Private Limited
Number of Board meetings attended during the year	6	6	6	6
List of Companies in which outside directorships in Indian Companies held as on 31.03.2021	1.Koshish Sustainable Solutions Private Limited, 2.SATYAPATH Social Foundation, 3.SATYA Shakti Foundation (Limited by Guarantee)	1.ESAF Small Finance Bank Limited 2.MI India Capital Consultants Private Limited 3.Growing Opportunity Finance (India) Private Limited 4.DIA Vikas Capital Private Limited 5.Cashpor Micro Credit 6.ESAF Financial Holdings Private Limited 7.MI India Capital & Investment Private Limited	1.Koshish Sustainable Solutions Private Limited, 2. Koshish Marketing Solutions Pvt. Ltd. 3.SATYA Shakti Foundation (Limited by Guarantee)	1.Ananya Finance for Inclusive Growth Private Limited 2.LF Financial Services Private Limited 3.Aviom India Housing Finance Ltd. 4. Mock Rate Plus Private Limited 5. Frame Technology Marketing Services Private Limited
<b>Registered &amp; Corporate Office</b>				
<b>519, 5th Floor, DLF Prime Tower, Okhla Industrial Area, Phase - 1, New Delhi - 110020, India</b> <b>E-mail : info@satyamicrocapital.com   Web : www.satyamicrocapital.com</b> <b>CIN : U74899DL1995PLC068688   Fax : (+91-11) 49724051   Phone : (+91-11) 4972 4000</b>				



Chairman/member in Committees of Board of Directors of other Indian Companies as on 31.03.2021	Nil	<p>I. ESAF Small Finance Bank Limited:</p> <ol style="list-style-type: none"><li>1) Board-Nominee Director</li><li>2) Member-MCB (Management Committee)</li><li>3) Chairman-CSR Committee</li><li>4) Member-NRCCB (Nomination Remuneration &amp; Compensation Committee)</li><li>5) Member-ACB (Audit Committee)</li><li>6) Member-CSCB (Customer Service Committee)</li></ol> <p>II. ESAF Financial Holdings Private Limited:</p> <ol style="list-style-type: none"><li>1) Board-Nominee Director</li><li>2) Member-Audit Committee</li><li>3) Member-Nomination &amp; Remuneration Committee</li></ol> <p>III. Growing Opportunity Finance (India) Private Limited:</p> <ol style="list-style-type: none"><li>1) Board-Nominee Director</li><li>2) Member-CSR Committee</li><li>3) Member-Audit Committee</li><li>4) Member-Loam Committee</li></ol> <p>IV. Cashpor Micro Credit:</p> <ol style="list-style-type: none"><li>1) Board-Nominee Director</li><li>2) Member-Audit Committee</li></ol> <p>V. DiaVikas Capital Pvt. Ltd.</p> <ol style="list-style-type: none"><li>1) Board-Managing Director &amp; CEO</li><li>2) Member-Audit Committee (Ex Officio Member)</li><li>3) Member-Compensation and Nomination Committee</li><li>4) Member-Investment Committee</li></ol>	Ananya Finance for Inclusive Growth Private Limited
			<ol style="list-style-type: none"><li>1. Member-Audit Committee</li><li>2. Member-Credit Committee</li><li>3. Member-Nomination &amp; Remuneration Committee</li><li>4. Member-Risk Management Committee</li><li>5. Member-Investment Committee</li><li>6. Member-CSR Committee</li></ol>

**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

**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 Monday, 28<sup>th</sup> day of June, 2021 at 03:00 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.

**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

**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 Monday, 28<sup>th</sup> day of June, 2021 at 03:00 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 and Reports thereon;
2. 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. 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. To appoint a Director in place of Mr. Ratnesh Tiwari (DIN: 07131331), who retires by rotation and being eligible, offers himself for re-appointment
5. Reappointment of Mr. Vivek Tiwari (DIN: 02174160) as Managing Director, CEO & CIO of the Company;
6. Enhancement in the Limit of Borrowings
7. To provide the Security for securing the Borrowings
8. Issuance of Non-Convertible Debentures on Private Placement Basis

Signed this \_\_\_\_\_ day of 2021

Affix Revenue  
Stamp

\_\_\_\_\_  
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**

**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**

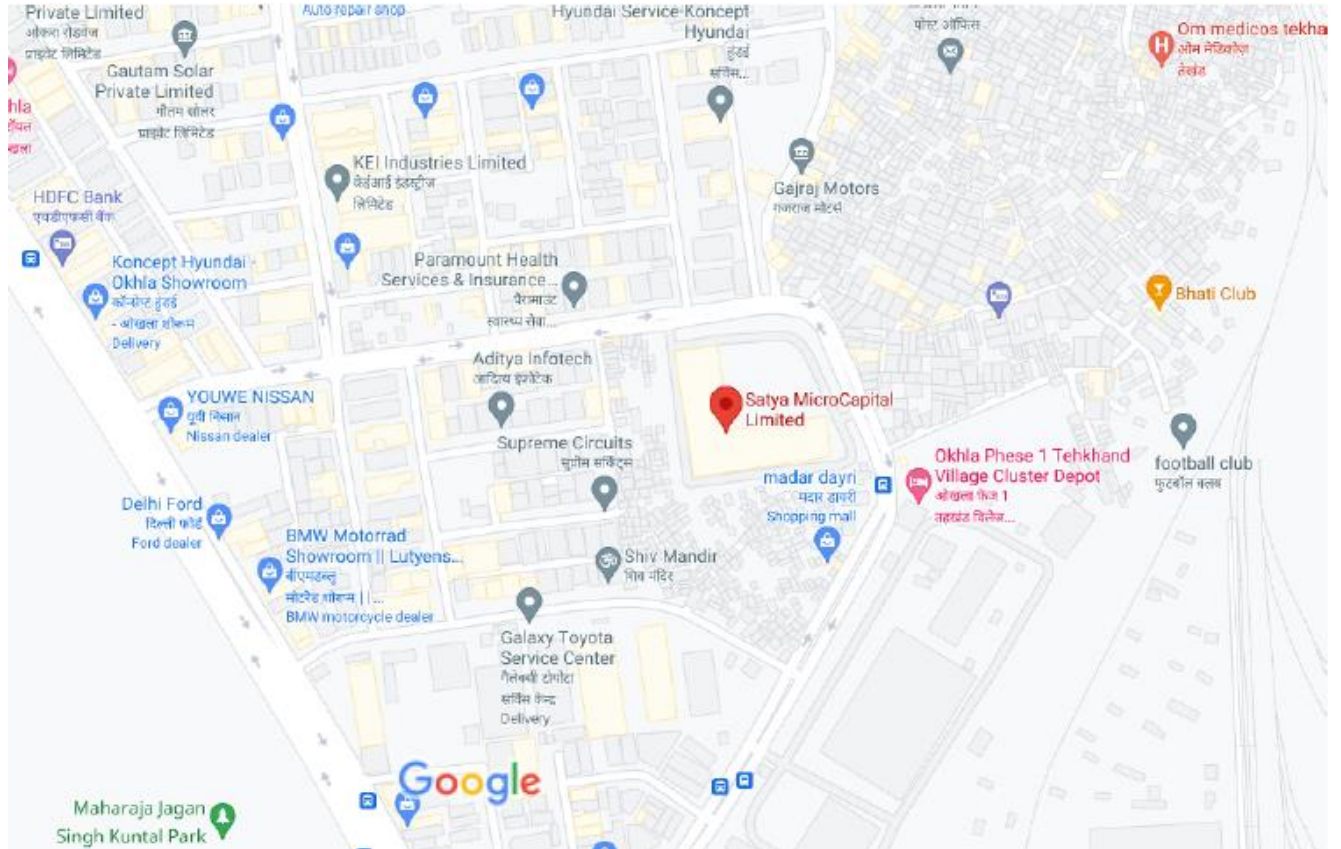
## ROUTE MAP

**Date of AGM:** 28<sup>th</sup> June, 2021

**Time:** 03:00 P.M

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

**Link:** <https://goo.gl/maps/KuFcAFqG4nmzxLDT7>



### 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