



# SATYA MicroCapital Ltd.

सर्वे भवन्तु सुखिनः

## NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT (02/2022-23) EXTRA ORDINARY GENERAL MEETING OF SATYA MICROCAPITAL LIMITED ('THE COMPANY') WILL BE HELD ON TUESDAY, THE 13<sup>th</sup> DAY OF DECEMBER, 2022 AT 03:00 P.M AT REGISTERED OFFICE OF THE COMPANY 519, 5<sup>TH</sup> FLOOR, DLF PRIME TOWERS, OKHLA INDUSTRIAL AREA, PHASE-1, DELHI -110020 TO TRANSACT THE FOLLOWING BUSINESS:

### SPECIAL BUSINESS:

**ITEM NO. 1- TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF MR. CHANDANATHIL PAPPACHAN MOHAN (DIN: 02661757) AS AN INDEPENDENT DIRECTOR**

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

“**RESOLVED THAT** pursuant to Sections 149, 150, 152, 160, and 178 read with other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013, Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 (“RBI Master Directions”) and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Articles of Association of the Company and all other applicable laws and subject to approval of Reserve bank of India, required if any, Mr. Chandanathil Pappachan Mohan (DIN: 02661757), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015 and who is eligible for appointment for 2<sup>nd</sup> term as an Independent Director and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, for second term of five consecutive years with effect from December 13, 2022 and whose office shall not be liable to determination by retirement of directors by rotation.

**RESOLVED FURTHER THAT** Mr. Vivek Tiwari, Managing Director, CEO & CIO and Choudhary Runveer Krishanan, Company Secretary & Chief Compliance Officer of the Company be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.), issue the certified true copy of the resolution as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things from time to time as may considered expedient and necessary in this regard.”

**Date:** November 09, 2022

**Place:** New Delhi

**Registered Office:**

519, 5th Floor, DLF Prime Towers,  
Block- F, Okhla Phase-1, New Delhi-  
110020

CIN- U74899DL1995PLC068688

Ph-+91 11 4972-4000

Website- <https://satyamicrocapital.com>

Email- [cs@satyamicrocapital.com](mailto:cs@satyamicrocapital.com)

By order of the Board of Directors  
For SATYA MICROCAPITAL LIMITED

**Choudhary Runveer Krishanan**  
(Company Secretary & Chief Compliance  
Officer)  
M. No.: F7437



Registered and Corporate Office

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

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## NOTES:

1. A member entitled to attend and vote at the Extra-Ordinary General Meeting (the "EGM") is entitled to appoint a Proxy to attend and vote on a poll instead of himself and the Proxy need not be a member of the company. The instrument appointing the Proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of EGM. A person can act as a Proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as a Proxy for any other person or shareholder.
2. During the period beginning 24 hours before the time fixed for the commencement of the EGM and ending with the conclusion of the EGM, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of Notice in writing is given to the Company.
3. All documents referred to in the accompanying Notice as well as the other documents as required under the provisions of the Companies Act, 2013 are open for inspection at the Registered Office of the Company on all working days except Saturdays and Holidays. up to the date of this EGM. The Registers required to be maintained under Section 170 of the Companies Act, 2013, will be available for inspection at the EGM.
4. Corporate members intending to send their authorised representatives to attend the EGM are requested to send to the Company a certified copy of their Board Resolution/s authorising their representative/s to attend and vote on their behalf at the EGM.
5. Members are requested to bring their attendance slip to the EGM.
6. In case of joint holders attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote.
7. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circular, etc. from the Company in electronic mode.
8. Members are requested to kindly communicate immediately any change in their address, if any, to the Company Secretary at the Registered Office of the Company.
9. Members are requested to intimate to the Company any queries regarding the accounts/notices at least ten days before the EGM to enable the management to keep the information ready at the EGM.
10. Members may please note that no gifts/ gift coupons shall be distributed at the venue of the EGM.
11. 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.
12. Information pursuant to Secretarial Standards 2, pertaining to Director seeking Re-appointment/Appointment is annexed hereto

By order of the Board of Directors  
For SATYA MICROCAPITAL LIMITED

Choudhary Runveer Krishnan  
(Company Secretary & Chief Compliance  
Officer)

M. No.: F7437



**Date:** November 09, 2022

**Place:** New Delhi

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

### Item No. 1

The Board at its meeting held on November 09, 2022, upon recommendation by the Nomination and Remuneration Committee of the Board recommended, the re-appointment of Mr. Chandanathil Pappachan Mohan (DIN: 02661757) as an Independent Director to members of the Company in their ensuing General Meeting to hold the office for second term up to five (5) consecutive years w.e.f. the date of this Extra-Ordinary General Meeting i.e. December 13, 2022.

In the opinion of the Board and Nomination & Remuneration Committee, Mr. Chandanathil Pappachan Mohan (DIN: 02661757) fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder, SEBI (Listing Obligation and Disclosure Requirements), Regulation, 2015 and Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 ("RBI Master Direction") for re-appointment as an Independent Director.

Mr. C.P. Mohan, a Postgraduate from Institute of Rural Management, Anand, is a pioneer in Rural Finance and Financial Inclusion. He is a graduate of GB Pant University of Agriculture and Technology, Pantnagar, Uttarakhand. He has worked for NABARD as Chief General Manager and is known for his leadership in Micro finance, Rural Finance and bankers training. During his thirty years tenure in NABARD, apart from his role in building strong rural financial networks in newly formed states like Uttarakhand and Jharkhand. He is recognized for his contributions to building up NABFINS as its Managing Director. Mr. Mohan was involved as the Leader of the support Team for the Khan Committee whose recommendations for BC/BF model was accepted by RBI/GOI. He has also worked for College of Agricultural Banking, RBI and Gujarat Cooperative Milk Marketing Federation, Anand. Currently, CP Mohan is a consultant for World Bank's International Finance Corporation and ESAF SFB. He is also on the Board of SATYA Micro Housing Finance Private Limited ("Subsidiary Company") and VIAN Growth Capital Ltd.

In view of his performance evaluation during his 1<sup>st</sup> tenure as Independent Director on the Board of the Company and keeping in view his rich knowledge in Financial Sector, the Board of Directors and Nomination & Remuneration Committee of the Company considered that his continued association will give immense benefit to the Company and it will prudent to re-appoint him for 2<sup>nd</sup> tenure as an Independent Director on the Board of the Company to hold the office for five (5) consecutive years w.e.f. the date of this Extra-Ordinary General Meeting i.e. December 13, 2022.

In compliance with the provisions of the Companies Act, 2013, SEBI LODR and RBI Master Direction, the re-appointment of Mr. Chandanathil Pappachan Mohan as an Independent Director is required to be placed before the members at a General Meeting for their approval by a way of Special Resolution.

In view of above, the Nomination & Remuneration Committee and Board recommends the Resolution as set out in item no. 1 of the Notice for your approval by a way of Special Resolution.

None of the Directors, Key Managerial Personnel of the Company, and their relatives is in any way concerned or interested, financially or otherwise in the Resolution.

**Date: November 9, 2022**

**Place: New Delhi**

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By order of the Board of Directors  
For SATYA MICROCAPITAL LIMITED

**Choudhary Runveer Krishnan**  
(Company Secretary & Chief Compliance  
Officer)

**M. No.: F7437**

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Information pursuant to Secretarial Standards 2, pertaining to Director seeking Re-appointment/Appointment:							
Name	Mr. Chandanathil Pappachan Mohan						
Date of Birth, Age	27/05/1956, 66						
DIN No.	02661757						
Qualifications	1. Postgraduate from Institute of Rural Management, Anand 2. Graduate from GB Pant University of Agriculture 3. CAIIB						
Date of first appointment on Board	August 11, 2017						
Experience	Over three-decade experience in Financial Sector						
Terms and condition of Appointment	Appointment as an Independent Director for a Second term of 5 years for the date of this Extra-Ordinary General Meeting.						
No. of Meetings of the Board attended during the financial year 2021-22 and 2022-23 (Attended/Held)	<table border="1"><thead><tr><th>FY</th><th>Board Meetings (Attended/Held)</th></tr></thead><tbody><tr><td>2021-22</td><td>8/8</td></tr><tr><td>2022-23</td><td>4/4</td></tr></tbody></table>	FY	Board Meetings (Attended/Held)	2021-22	8/8	2022-23	4/4
FY	Board Meetings (Attended/Held)						
2021-22	8/8						
2022-23	4/4						
Other Directorships	1. SATYA Micro Housing Finance Private Limited 2. VIAN Growth Capital Ltd.						
Membership/ Chairmanship of Committees of other Boards	N.A						
Remuneration	Entitled for sitting fees for attending Meetings of Board & Committees						
Relationship with other Director inter-se and with Key Managerial Personnel of the Company	None						
Shareholding in the Company	Nil						



## Registered and Corporate Office

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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 Extra-Ordinary General Meeting of the Company held on Tuesday, 13<sup>th</sup> Day of December, 2022 at 3:00 P.M at 519, 5<sup>th</sup> Floor, DLF Prime Towers, Okhla Industrial Area, Phase-1, Delhi - 110020

\_\_\_\_\_  
Member's Signature

\_\_\_\_\_  
Proxy's Signature

\*Applicable for Members holding shares in Physical form.



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# SATYA MicroCapital Ltd.

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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 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	Signature

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 on Tuesday, 13<sup>th</sup> Day of December, 2022 at 3:00 P.M. 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:

### Special Business & Special Resolutions:

- Approval for the re-appointment of Mr. Chandanathil Pappachan Mohan (DIN: 02661757) as an Independent Director.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2022

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.**



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## ROUTE MAP

**Date of EGM: December 13, 2022**

**Time: 3:00 P.M**

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



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